

Document Number Only  
**F00000004469**

ET Corporation  
60 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

200003349512--6  
-08/08/00--01044--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporation(s) Name

Prestige Bonds Holdings, Inc.

FILED  
RECEIVED  
AUG - 8 AM 3:50

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Will Wait	
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	

Name Availability: \_\_\_\_\_  
Document Examiner: \_\_\_\_\_  
Updater: \_\_\_\_\_  
Verifier: \_\_\_\_\_  
Acknowledgement: \_\_\_\_\_  
W.P. Verifier: \_\_\_\_\_

Please Return Extra  
Copies File Stamped  
To:  
Melanie Strickland

AUG - 8

Thank You!

RECEIVED  
AUG - 8 PM 12:46  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

mk 8/8

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Prestige Brands Holdings, Inc.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mr. Theodore J. Host  
(Name of Person)

Prestige Brands Holdings, Inc.  
(Firm/Company)

26811 South Bay Drive, Suite 300  
(Address)

Bonita Springs, Florida 34134  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Ms. Donna A. Andrews at (804) 788-7321  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

RECEIVED  
DIVISION OF CORPORATIONS  
00 AUG -8 PM 3:50

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA

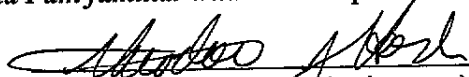
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

RECEIVED  
DIVISION OF CORPORATIONS  
000006-8 PM 3:50

1. Prestige Brands Holdings, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia  
(State or country under the law of which it is incorporated)
3. 65-1026844  
(FEI number, if applicable)
4. June 27, 2000  
(Date of incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. July 17, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 26811 South Bay Drive, Suite 300  
Bonita Springs, FL 34134  
(Current mailing address)
8. Maintain corporate offices  
Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: Theodore J. Host  
Office Address: 26811 South Bay Drive, Suite 300  
Bonita Springs, Florida, 34134  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)  
Theodore G. Host

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS** (Street address only - P.O. Box **NOT** acceptable)

Chairman: N/A

Address: \_\_\_\_\_

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: See Appendix A attached.

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS** (Street address only - P.O. Box **NOT** acceptable)

President: See Appendix B attached.

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Theodore J. Host, Chief Executive Officer and President  
(Typed or printed name and capacity of person signing application)

00 AUG - 8 11 PM '85  
DIVISION OF CORPORATIONS  
FILED

**APPENDIX A**

**DIRECTORS**

Theodore J. Host  
c/o Prestige Brand International, Inc.  
26811 South Bay Drive  
Suite 300  
Bonita Springs, FL 34134

Charles Ayres  
c/o DB Capital Partners, Inc.  
130 Liberty Street  
25<sup>th</sup> Floor  
New York, NY 10006

Edward Dardani  
c/o DB Capital Partners, Inc.  
130 Liberty Street  
25<sup>th</sup> Floor  
New York, NY 10006

Mark Gordon  
675 Peter Jefferson Parkway  
Charlottesville, VA 22911

Derek K. Jones  
c/o Provender Capital Group, LLC  
17 State Street  
New York, NY 10004

David H.P. King  
c/o Peak Capital Holdings  
Carnegie Hall Towers  
152 West 57<sup>th</sup> Street  
25<sup>th</sup> Floor  
New York, NY 10019

R. Timothy O'Donnell  
c/o Jefferson Capital Partners, Ltd.  
One James Center  
Suite 1600  
Richmond, VA 23219

SEAL FILED  
DIVISION OF CORPORATIONS  
00 AUG -8 PM 3:50

**APPENDIX B**

**OTHERS**

Theodore J. Host, Chief Executive Officer and President  
Prestige Brand International, Inc.  
26811 South Bay Drive  
Suite 300  
Bonita Springs, FL 34134

Elise Donahue, Vice President of Marketing and Secretary  
Prestige Brand International, Inc.  
26811 South Bay Drive  
Suite 300  
Bonita Springs, FL 34134

Alex Terranova, Vice President of Scientific Affairs  
Prestige Brand International, Inc.  
26811 South Bay Drive  
Suite 300  
Bonita Springs, FL 34134

STUDY FILED  
DIVISION OF CORPORATIONS  
00 AUG -8 PM 3:50

# Commonwealth of Virginia



## State Corporation Commission

RECEIVED  
00 AUG -8  
SECRETARY OF THE COMMONWEALTH OF VIRGINIA

*I Certify the Following from the Records of the Commission:*

Prestige Brands Holdings, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is June 27, 2000.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
July 17, 2000*

*Joel H. Peck*

Joel H. Peck, Clerk of the Commission