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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 940927 5173599
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

ORDER DATE : February 24, 2003
ORDER TIME : 10:33 AM
ORDER NO. : 940927-050
CUSTOMER NO: 5173599
CUSTOMER: Melissa A. Nazzoli
Eveready Battery Company
533 Maryville University Drive
St. Louis, MO 63141

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ENERGIZER BATTERY, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

**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.*

1. ENERGIZER BATTERY, 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. Delaware

(State or country under the law of which it is incorporated)

3. 01-0758270

(FEI number, if applicable)

4. December 10, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Energizer, 533 Maryville University Drive

7. St. Louis, MO 63141

(Principal office address)

same as above

(Current mailing address)

8. To engage in any lawful act or activity including but not limited to the
sale and distribution of batteries and lighting products.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: 

(Registered agent's signature)

Assistant Vice President

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

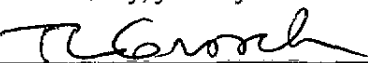
Secretary: _____

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. Timothy L. Grosch, Secretary
(Typed or printed name and capacity of person signing application)

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ENERGIZER BATTERY, INC.

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OFFICER

Title

J. Patrick Mulcahy

Chairman of the Board & CEO

Patrick C. Mannix

President

Joseph W. McClanahan

VP and Chairman, North America

Daniel J. Seccleifer

Executive VP, CFO

David P. Hatfield

VP, North America & Global Marketing

Gayle G. Stralman

VP and General Counsel

Peter J. Conrad

VP, Human Resources

William C. Fox

VP, Treasurer

David R. Wagner

VP, Taxes

Alan R. Hoskins

VP, US Customer Business Development

Robert K. Zinnermann

VP, Global Lighting Products

Robert F. Kearns

VP, Lighting Products NA/Trade Mktg Global LP

Timothy L. Grosch

Secretary

Dan Carpenter

Assistant Secretary

TALLAHASSEE, FLORIDA

Business Address

Date of Tenth Office

533 Maryville University Drive, St. Louis, MO 63141

12/10/02

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12/10/02

BOARD OF DIRECTORS:

J. Patrick Mulcahy

12/10/02

Patrick C. Mannix

12/10/02

Gayle G. Stralman

12/10/02

Delaware

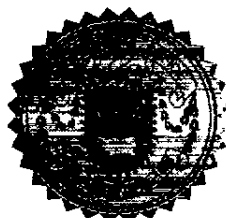
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENERGIZER BATTERY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENERGIZER BATTERY, INC." WAS INCORPORATED ON THE TENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3602004 8300

AUTHENTICATION: 2271123

030116857

DATE: 02-24-03