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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

CASTLE BRANDS (USA) CORP.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Castle Brands (USA) Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 41-2103551

(FEI number, if applicable)

4. 7/7/03

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1301 & 607.1302, F.S., to determine penalty liability)

7. 570 Lexington Avenue, 29th Floor, New York, New York 10022

(Principal office address)

570 Lexington Avenue, 29th Floor, New York, New York 10022

(Current mailing address)

8. engage in any lawful act or activity

(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 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: *Mary W. Winer*

(Registered agent's signature)

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: Mark Andrews

Address: 570 Lexington Avenue, 29th Floor, New York, NY 10022

Vice Chairman: _____

Address: _____

Director: T. Kelley Spillane

Address: 570 Lexington Avenue, 29th Floor, New York, NY 10022

Director: Keith A. Bellinger

Address: 570 Lexington Avenue, 29th Floor, New York, NY 10022

B. OFFICERS

President: Keith A. Bellinger

Address: 570 Lexington Avenue, 29th Floor, New York, New York 10022

Senior Vice President: Seth B. Weinberg

Address: 570 Lexington Avenue, 29th Floor, New York, New York 10022

Secretary: Seth B. Weinberg

Address: 570 Lexington Avenue, 29th Floor, New York, New York 10022

Controller: Alfred Small

Address: 570 Lexington Avenue, 29th Floor, New York, New York 10022

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

13. Seth B. Weinberg
(Signature of Director or Officer listed in number 12 of the application)

14. Seth B. Weinberg, Senior Vice President
(Typed or printed name and capacity of person signing application)

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CASTLE BRANDS (USA) CORP." 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 SIXTEENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CASTLE BRANDS (USA) CORP." WAS INCORPORATED ON THE SEVENTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5933386

DATE: 08-16-07 H07000207644 3