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(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 Burch MAY 5 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: RB HOLDINGS (USA) INC

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" 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:

Linda Towers

Name of Person

Reckitt Benckiser LLC

Firm/Company

399 Interpace Parkway, PO Box 225

Address

Parsippany, NJ 07054-0225

City/State and Zip code

linda.towers@rb.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Linda Towers

Name of Person

at (973) 404-2585

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. **RB HOLDINGS (USA) INC**

(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. **DE**

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

3. **22-3673382**

(FEI number, if applicable)

4. **08/25/1999**

(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 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **399 Interpace Parkway, PO Box 225, Parsippany, NJ 07054-0225**

(Principal office address)

399 Interpace Parkway, PO Box 225, Parsippany, NJ 07054-0225

(Current mailing address)

8. **holding company**

(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)

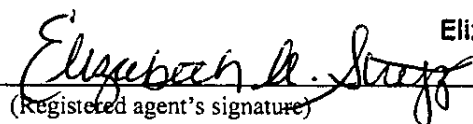
Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee, Florida **32301**
(City) (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)

Elizabeth A. Stryz , Assistant VP

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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 Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. MARK WILSON, VP

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

RB HOLDINGS (USA) INC.
22-3673382

OFFICERS & DIRECTORS

DIRECTORS

Rob de Groot	399 Interpace Parkway Parsippany, NJ 07054
Vincent Crepy	399 Interpace Parkway Parsippany, NJ 07054
Markus Hartmann	399 Interpace Parkway Parsippany, NJ 07054
Mark Wilson	399 Interpace Parkway Parsippany, NJ 07054

OFFICERS

Pres	Rob de Groot	399 Interpace Parkway Parsippany, NJ 07054
VP	Markus Hartmann	399 Interpace Parkway Parsippany, NJ 07054
Sec	Terrence J Farrell	399 Interpace Parkway Parsippany, NJ 07054
VP, Treas	Mark Wilson	399 Interpace Parkway Parsippany, NJ 07054

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RB HOLDINGS (USA) 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 THIRTEENTH DAY OF APRIL, A.D. 2011.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8690522

DATE: 04-13-11