

M11000001490

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Linda GAV.
AUTHORIZATION BY PHONE TO
CORRECT # 9
DATE 3/23/11
DOC. EXAM. _____

Office Use Only



400197352464

03/23/11--01001--008 **160.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 23 PM 12:35

N. Culligan

MAR 23



February 17, 2011

FL Secretary of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Reckitt Benckiser Inc.
FEIN 16-1095651
Limited liability co. conversion

Dear Sir or Madam:

The above-captioned Delaware entity is qualified as a foreign corporation to transact business in your state. I am writing to advise that effective as of December 31, 2010, the entity was converted under Delaware law from a corporation to a limited liability company. Its legal name is now **Reckitt Benckiser LLC**. Note that the converted entity will continue to be identified by its original federal employer identification number, which is set forth above.

For your records, I am enclosing a copy of the Certificate of Conversion of Reckitt Benckiser Inc. into Reckitt Benckiser LLC, and a copy of the Certificate of Formation of Reckitt Benckiser LLC, each as certified by the Secretary of State of the State of Delaware, and a Certificate of Good Standing. In addition, pursuant to the requirements of your office, I am enclosing an executed Amendment to Application for Authorization to Transact Business, along with our check in the amount of \$35.

Please indicate your receipt of these materials on the enclosed copy of this letter and return it to me in the self-addressed postage-paid envelope provided. If you have any questions regarding this submission, please contact me at 973-404-2585. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'L. Towers'.

Linda B. Towers



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 25, 2011

LINDA TOWERS
RECKITT BENCKISER
399 INTERPACE PARKWAY
PARSIPPANY, NJ 07054

SUBJECT: RECKITT BENCKISER LLC
Ref. Number: W11000011132

We have received your document for RECKITT BENCKISER LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

To file a conversion in the state of Florida, either the entity being converted or the entity that is the result of the conversion must be organized, incorporated, or formed under the laws of the state of Florida. An entity organized outside the state of Florida converting to an entity also organized outside the state of Florida cannot file a conversion in Florida. In this case, the converting entity must withdraw or cancel its Florida registration. Then, if the resulting entity will be transacting business in the state of Florida, it must re-register under the correct entity type.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 711A00004769

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. RECKITT BENCKISER LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 16-1095651

(FEI number, if applicable)

4. 01/01/2011

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 02/06/1989

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

See document # P22877

7. 399 INTERPACE PARKWAY

PARSIPPANY, NJ 07054

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

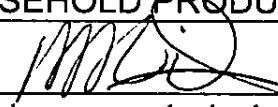
9. The name and usual business addresses of the managing members or managers are as follows:

R.B. HOLDING USA INC.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

WHOLESALE OF FOOD/HOUSEHOLD PRODUCTS


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

MARK WILSON

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 23 PM 12:35

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RECKITT BENCKISER LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

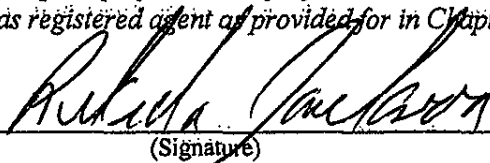
TALLAHASSEE

FL 32301-2525

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 23 PM 12:35

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

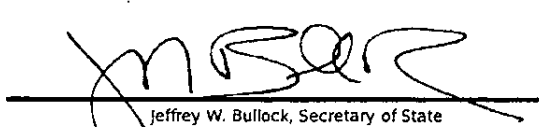
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECKITT BENCKISER LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JANUARY, A.D. 2011.

0839519 8300

110046434

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8497530

DATE: 01-14-11