P09000100266

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ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
CASTLE BRANDS INC.

Castle Brands Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act, for the purpose of filing these Articles of Amendment to the Articles of Incorporation of the Corporation, as amended (these "Amended Articles"), with the Department of State of the State of Florida, that:

1. The name of this Corporation is CASTLE BRANDS INC.

2. The Articles of Incorporation of the Corporation were originally filed with the Department of State of the State of Florida on December 14, 2009 and assigned File No. P09000100266.

3. The first sentence of Article IV of the Articles of Incorporation of the Corporation, as amended, is hereby deleted in its entirety and replaced by the following:

> *"The Corporation shall be authorized to issue Three Hundred and Twenty-Five Million (325,000,000) shares of capital stock, of which (i) Three Hundred Million (300,000,000) shares shall be common stock, par value $.01 per share (the "Common Stock"), and (ii) Twenty-Five Million (25,000,000) shares shall be preferred stock, par value $.01 per share (the "Preferred Stock")."*

4. Except as hereby amended, the Articles of Incorporation of the Corporation, as amended, shall remain the same.

5. These Amended Articles were adopted and approved by the Corporation's Board of Directors on January 10, 2014 and were adopted and approved by the shareholders of the Corporation on March 5, 2014. The number of votes cast by the shareholders of the Corporation in favor of these Amended Articles was sufficient for the approval thereof. These Amended Articles shall be effective upon filing with the Department of State of the State of Florida.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused these Amended Articles to be executed by a duly authorized officer of the Corporation as of this 12th day of March, 2014.

CASTLE BRANDS INC.

By: ____________________
Name: Alfred J. Small
Title: Senior Vice President, Chief Financial Officer, Secretary and Treasurer