

Company No. 01396316

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS IN WRITING

of

REMINGTON CONSUMER PRODUCTS LIMITED

(the "Company")

RAYOVAC Europe Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, **RESOLVES**, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

1. THAT new articles of association in the form of the annexed draft, initialled by the chairman for the purpose of identification, be adopted in substitution for the Company's existing articles of association, conditional upon the Company's reregistration as an unlimited company pursuant to section 49 Companies Act 1985.
2. THAT a new memorandum of association in the form of the annexed draft, initialled by the chairman for the purpose of identification, be adopted in substitution for the Company's existing memorandum of association, conditional upon the Company's reregistration as an unlimited company pursuant to section 49 Companies Act 1985.

Signed by  
for and on behalf of  
RAYOVAC Europe Limited:

  
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Date:

22 March 2006

  
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