

Company No. 3944055

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS IN WRITING

of

PRESTIGE BRANDS (UK) LIMITED (the "Company")

WE, Prestige Brands International Inc., being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with Article 13 of the Company's Articles of Association, **AS FOLLOWS**:

1. THAT, in accordance with section 252 and 379A of the Companies Act 1985 (the "Act"), the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
2. THAT, in accordance with section 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
3. THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

These written resolutions take effect as elective resolutions.

SIGNATURE: _____

Theodore Host
Theodore Host for and on behalf of Prestige Brands International Inc.

DATE: _____

11/26/01

