

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3944055

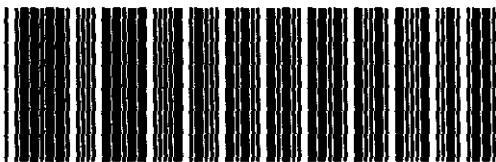
The Registrar of Companies for England and Wales hereby certifies that

DMWSL 293 LIMITED

having by special resolution changed its name, is now incorporated
under the name of

PRESTIGE BRANDS (UK) LIMITED

Given at Companies House, Cardiff, the 3rd April 2000



C039440552

A handwritten signature in black ink, likely belonging to the Registrar of Companies.

For The Registrar Of Companies



C O M P A N I E S H O U S E

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THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
DMWSL 293 LIMITED
(Registered No. 3944055)



WRITTEN RECORD OF DECISION OF SOLE SHAREHOLDER

We, the undersigned, being the sole shareholder of the Company hereby record our decision that the following has been passed as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to " Prestige Brands (UK) Limited "".

Director, DM Company
Services (London) Limited
Date: 30th March 2000

