

Company Number: 3944055



THE COMPANIES ACT 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

PRESTIGE BRANDS (UK) LIMITED
(THE "COMPANY")

SHAREHOLDER'S WRITTEN RESOLUTION

The undersigned, being at the date hereof the only member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby unanimously RESOLVES and agrees the following resolutions pursuant to and in accordance with Section 381A of the Companies Act 1985 (as amended) and such resolutions shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT:

- a) for the purposes of section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to the amount of the authorized share capital of the company of £100, such authority to expire five years from the date of this resolutions but to be capable of previous revocation or variation from time to time by the Company in General Meeting and of renewal from time to time by the Company in General Meeting for a further period not exceeding five years; and
- b) the Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired;

SPECIAL RESOLUTION

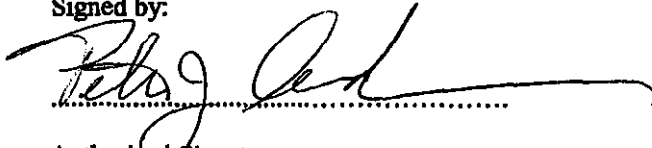
2. THAT:

- a) all of the current members of the Board of Directors of the Company ("Board") be, and hereby are, removed, effective immediately; and

- b) the number of members which shall constitute the Board shall be set at two (2) and the following persons be, and hereby are, appointed to serve as members of the Board to hold such directorships until the next following annual meeting of the stockholders of the Company entitled to vote thereon and their successors are duly elected and qualified or until their earlier death, resignation or removal:

Peter C. Mann
Peter J. Anderson

Signed by:

A handwritten signature in dark ink, appearing to read 'Peter J. Anderson', is written over a horizontal dotted line.

Authorised Signatory
Prestige Brands International, Inc.

Dated: 5 April 2004.