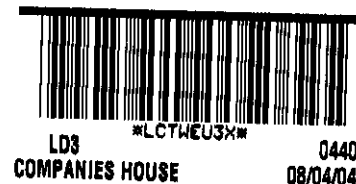


Company Number: 3944055

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 an aggregate nominal amount of the authorized share capital of the Company of £100, divided into 100 ordinary shares of £1.00 each, 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. RESOLVED THAT** the articles of association of the Company be amended by the inclusion of the following as a new Article 36:

"36. Notwithstanding anything contained in these Articles:

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and

(b) the directors shall not decline to register, nor suspend registration of,
any transfer of shares where such transfer is:

- (i) in favour of any institution or company (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security pursuant to a valid exercise of such institution's or company's rights under the Share Mortgage entered into on the date hereof between Prestige Brand International, Inc. (as Chargor), Citicorp North America, Inc. (as Administrative Agent) and Citicorp North America, Inc. (as Tranche C Agent) (the "Mortgage"), or
- (ii) duly executed by any such institution or company (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the valid exercise of the power of sale under the Mortgage in connection with such security, or
- (iii) duly executed by a receiver appointed by a institution or company pursuant to any security document which creates any security interest over such shares,

and a certificate by any official or director of such institution or company (or any nominee or nominees thereof) or any such receiver that such shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to an institution or company or a subsidiary (or any nominee or nominees thereof) of an institution or company pursuant to the Mortgage or which are otherwise transferred in accordance with the provisions of this Article.

Article 24 of Table A shall be amended accordingly."

Signed by:-



Authorised Signatory
Prestige Brands International, Inc.

Dated: 5 April 2004