

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4515115

The Registrar of Companies for England and Wales hereby certifies that
HOLLAND & BARRETT EUROPE LIMITED

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

Given at Companies House, Cardiff, the 21st September 2004



C04515115K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



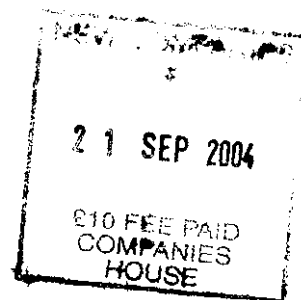
Companies House
— for the record —

HC006B

No. 4515115

The Companies Act 1985

Private limited company



Written resolution

of

Holland & Barrett Europe Limited (the "Company")

(passed on 6th September 2004)

NBTY Inc., being the sole member of the Company entitled to attend and vote at an **extraordinary general meeting** of the Company, agree in accordance with the Company's articles of association, that the following resolution be passed as a written resolution of the Company which would otherwise be required to be passed as a special resolution of the Company:

That the name of the Company be changed to "NBTY Europe Limited".

A handwritten signature in black ink, appearing to read "Harvey Kamil".

.....
Harvey Kamil, President and duly
authorised officer for and on behalf of
NBTY Inc.

Date: 6th September 2004

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