

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/08/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Castle Brands Inc.		02/08/2010
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Castle Brands (Florida) Inc.		
Street Address:	122 East 42nd Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10168		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 6			
	Property Type	Number	Word Mark
	Registration Number:	3207458	CASTLE BRANDS
	Registration Number:	3244036	
	Registration Number:	3244037	
	Registration Number:	4064299	CELTIC HONEY
	Registration Number:	3085292	CLONTARF
	Registration Number:	3402381	RECLAIM THE SPIRIT
CORRESPONDENCE DATA			
Fax Number:	2129499190		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	(212) 949-9022		
Email:	JAbelman@lawabel.com		
Correspondent Name:	Julianne Abelman		
Address Line 1:	666 Third Avenue		

CH \$165.00 3207458

Address Line 2: 10th Floor
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	8004284
NAME OF SUBMITTER:	Julianne Abelman
Signature:	/JA/
Date:	01/22/2013

Total Attachments: 2
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**CERTIFICATE OF MERGER
OF
CASTLE BRANDS INC.
WITH AND INTO
CASTLE BRANDS (FLORIDA) INC.**

**UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL"), CASTLE BRANDS INC., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of the Company with and into CASTLE BRANDS (FLORIDA) INC., a Florida corporation ("Castle"), with Castle surviving the merger (the "Merger"):

FIRST: The names and states of incorporation of the Company and Castle, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State of Incorporation</u>
Castle Brands Inc.	Delaware
Castle Brands (Florida) Inc.	Florida

SECOND: The Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 8, 2010, by and between the Company and Castle, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by both of the Constituent Corporations in accordance with the provisions of Section 252 of the DGCL.

THIRD: The name of the corporation surviving the Merger is Castle Brands (Florida) Inc. (the "Surviving Corporation").

FOURTH: As of the effective time of the Merger, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Merger shall be amended in the form attached hereto as Annex A and, as so amended, shall be the Articles of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation located at 122 East 42nd Street, Suite 4700, New York, NY 10168.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger, and the Merger, shall become effective on the later of the filing of this Certificate of Merger (or the Florida equivalent of this Certificate, as applicable) with (i) the Department of State of the State of Florida and (ii) the Secretary of State of the State of Delaware.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving or resulting corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to Section 262 of the DGCL, and shall irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by such Secretary of State to the Surviving Corporation at 122 East 42nd Street, Suite 4700, New York, NY 10168.

IN WITNESS WHEREOF, Castle Brands Inc. has caused this Certificate of Merger to be executed on the 8th day of February 2010.

CASTLE BRANDS INC.

By: 

Name: Alfred J. Small

Title: Senior Vice President, Chief Financial Officer,
Secretary and Treasurer