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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
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TALLAHASSEE, FLORIDA
06 MAR 14 AM 10:15
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FOREIGN PROFIT/NONPROFIT CORPORATION

The Hain Celestial Group, Inc.

Certificate of Status	0
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Total - 4,670.00
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Penalty Fee

03/15/2006



March 9, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.00.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

FAX Aud. #: H06000061876
Letter Number: 006A00016430

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE HAIN CELESTIAL GROUP, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MARLA HYNDMAN, CONTROLLER

(Name of Person)

THE HAIN CELESTIAL GROUP, INC.

(Firm/Company)

58 SOUTH SERVICE ROAD

(Address)

MELVILLE, NY 11747

(City/State and Zip code)

For further information concerning this matter, please call:

MARLA HYNDMAN

(Name of Person)

at (831) 730-2228

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. THE HAIN CELESTIAL GROUP INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 22-3240619
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05-19-1993 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JULY 1, 2002
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 58 SOUTH SERVICE ROAD, MELVILLE, NEW YORK 11747
(Principal office address)

58 SOUTH SERVICE ROAD, MELVILLE, NEW YORK 11747
(Current mailing address)

8. SALE OF SPECIALTY FOODS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: CT CORPORATION SYSTEM
Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature] Ariene Bernal
Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: IRWIN SIMON

Address: 58 SOUTH SERVICE ROAD
MELVILLE, NY 11747

Vice President: IRA LAMEL

Address: 58 SOUTH SERVICE ROAD
MELVILLE, NY 11747

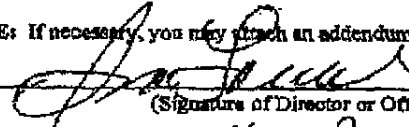
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

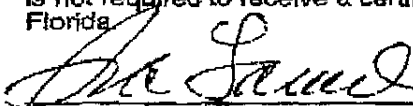
13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. IRA LAMEL Vice President _____
(Typed or printed name and capacity of person signing application)

**STATEMENT CONCERNING AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA BY A FOREIGN CORPORATION**

Name: THE HAIN CELESTIAL GROUP INC

The above referenced corporation is not presently transacting business in Florida within the meaning of s. 607.1501 or 617.1501, Florida Statutes, and is not required to receive a certificate of authority to transact business in Florida.



(Signature of Officer/Director)

3/3/06
(Date)

Ira Lame

(Typed or Printed Name of Person Signing Above)

CFO

(Title)

Name: THE HAIN CELESTIAL GROUP INC
FEI #: 22-3240619

Delaware

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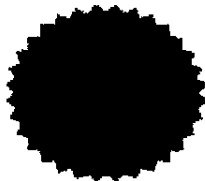
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE HAIN CELESTIAL GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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06 MAR 14 AM 10:16
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4573282

DATE: 03-07-06