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**NASDAQ**

THE NASDAQ STOCK MARKET  
8600 BLACKWELL ROAD  
ROCKVILLE, MD 20860

William Slattery  
Vice President  
Listing Qualifications

CERTNAS

Received SEC  
FEB 09 2010  
Washington, DC 20549

1-34611

By Facsimile and First Class Mail

February 9, 2010

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on January 22, 2010 The Nasdaq Stock Market (the "Exchange") received from CELSIUS HOLDINGS, INC. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock, \$0.001 par value  
Warrants to purchase common stock

We further certify that the securities described above have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*William Slattery*