

FILE NOW; FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 831096 (3)

1. Corporation Name
MASONITE CORPORATION



Principal Place of Business 6400 POPLAR AVE., TAX DEPT. MEMPHIS TN 38197	Mailing Address 6400 POPLAR AVE., TAX DEPT. MEMPHIS TN 38197-0100
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2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country

3. Date Incorporated or Qualified 10/15/1973	3a. Date of Last Report 05/01/1996
4. FEI Number 64-0198020	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81. Name
 82. Street Address (P.O. Box Number is Not Acceptable)
 83.
 84. City **FL** 85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	FARACI, JOHN V.	
STREET ADDRESS	TWO MANHATTANVILLE RD	
CITY-ST-ZIP	PURCHASE NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	DAFFIN, ALTON	
STREET ADDRESS	2 MANHATTANVILLE RD.	
CITY-ST-ZIP	PURCHASE NY	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	FINNEGAN, JOHN	
STREET ADDRESS	6400 POPLAR AVE.	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	MARKUS, EDWARD A.	
STREET ADDRESS	1 SOUTH WACKER DR.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MORRISON, JAMES V.	
STREET ADDRESS	1 SOUTH WACKER DR.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	CAMPOLL, WILLIAM	
STREET ADDRESS	1 SOUTH WACKER DR.	
CITY-ST-ZIP	CHICAGO IL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Snapp, mancol L.	
1.3 STREET ADDRESS	One South Wacker Dr.	
1.4 CITY-ST-ZIP	Chicago, IL 60606	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Guedry, James W.	
4.3 STREET ADDRESS	Two Manhattanville Rd.	
4.4 CITY-ST-ZIP	Purchase, NY 10677	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (9/96)

**MASONITE CORPORATION
OFFICERS & DIRECTORS LIST
FEIN # 64-0198020**

NAME	TITLE	ADDRESS
Manco L. Snapp, Jr.	President, Director	One South Wacker Dr. Chicago, IL 60606
Sharon R. Ryan	VP, Asst. Secretary & General Counsel	One South Wacker Dr. Chicago, IL 60606
Edward A. Chazal, Jr.	Vice-President	One South Wacker Dr. Chicago, IL 60606
David A. Guest	Vice-President	One South Wacker Dr. Chicago, IL
William B. Lytton	Vice-President	Two Manhattanville Rd. Purchase, NY 10577
James Morrison	Vice-President	One South Wacker Dr. Chicago, IL 60606
Patrick J. Moore	Vice President	1380 Corporate Center Curve Eagan, MN 55121
Andrew Lessin	Vice President	Two Manhattanville Rd. Purchase, NY 10577
James W. Guedry	Secretary	Two Manhattanville Rd. Purchase, NY 10577
H. William Campoll	Treasurer	One South Wacker Dr. Chicago, IL 60606
John Finnegan	Assistant Treasurer	6400 Poplar Ave. Memphis, TN 38197
Thomas A. Kliman	Assistant Treasurer	6400 Poplar Avenue Memphis, TN 38197
Carol M. Berardi	Assistant Secretary	Two Manhattanville Rd. Purchase, NY 10577
Ellen McLaughlin	Assistant Secretary	Two Manhattanville Rd. Purchase, NY 10577

Pg. 2

Milan Turk

Director

**Two Manhattanville Rd.
Purchase, NY 10577**

James P. Melican

Director

**Two Manhattanville Rd.
Purchase, NY 10577**

Marianne M. Parrs

Director

**Two Manhattanville Rd.
Purchase, NY 10577**