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FILED
May 15, 1999 8:00 am
Secretary of State

05-15-1999 90016 020 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

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**

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified
10/15/1973

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

64-0198020

Not Applicable

22 City & State

27 City & State

5. Certificate of Status Desired

\$8.75 Additional Fee Required

23 Zip

Country

28 Zip

Country

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24

25

Country

29

Country

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
 NAME **PD SNAPP, MANCO L**
 STREET ADDRESS **ONE SOUTH WACKER DR**
 CITY - ST - ZIP **CHICAGO IL**

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY - ST - ZIP

TITLE DELETE
 NAME **AT FINNEGAN, JOHN**
 STREET ADDRESS **6400 POPLAR AVE.**
 CITY - ST - ZIP **MEMPHIS TN**

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY - ST - ZIP

TITLE DELETE
 NAME **S GUEDRY, JAMES W**
 STREET ADDRESS **TWO MANHATTANVILLE ROAD**
 CITY - ST - ZIP **PURCHASE NY**

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY - ST - ZIP

TITLE DELETE
 NAME **V MORRISON, JAMES V.**
 STREET ADDRESS **1 SOUTH WACKER DR.**
 CITY - ST - ZIP **CHICAGO IL**

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY - ST - ZIP

TITLE DELETE
 NAME **T CAMPOLL, WILLIAM**
 STREET ADDRESS **1 SOUTH WACKER DR.**
 CITY - ST - ZIP **CHICAGO IL**

5.1 TITLE Change Addition
 5.2 NAME **RICHARD BRUBAKER**
 5.3 STREET ADDRESS **1 SOUTH WACKER DR.**
 5.4 CITY - ST - ZIP **CHICAGO, IL**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY - ST - ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY - ST - ZIP

14. I 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: *[Signature]* / John Finnean 4/29/99 901-763-6000

CR2E034 (10/97)