

831096

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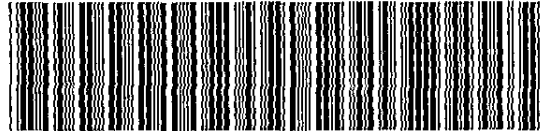
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EFFECTIVE DATE
12-31-05

FILED
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TALLAHASSEE, FLORIDA

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05 DEC 28 PM 1:00
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TALLAHASSEE, FLORIDA

Merger
C. Coulette DEC 30 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 757664 4303940
AUTHORIZATION : *Lyndell*
COST LIMIT : \$ 175

ORDER DATE : December 14, 2005
ORDER TIME : 10:35 AM
ORDER NO. : 757664-030
CUSTOMER NO: 4303940

ARTICLES OF MERGER

MASONITE DOOR CORPORATION
MASONITE ENTRY DOOR
CORPORATION

INTO

MASONITE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XXX _____ PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2005

CSC
ATTN: HARRY
TALLAHASSEE, FL

SUBJECT: MASONITE CORPORATION
Ref. Number: 831096

RESUBMIT
Please give original
submission date as file date.

We have received your document for MASONITE CORPORATION and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

We need the signatures of all corporations involved in this merger before the filing can be completed with our office.

Please return 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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 705A00073794

RECEIVED
05 DEC 30 AM 10:56
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
BETWEEN
MASONITE DOOR CORPORATION,
MASONITE U.S. CORPORATION,
MASONITE ENTRY DOOR CORPORATION,
FBL CORPORATION,
AND
MASONITE CORPORATION**

FILED
05 DEC 28 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, MASONITE CORPORATION, a Delaware corporation (the "Surviving Corporation"), and Masonite Door Corporation, a Florida corporation, Masonite U.S. Corporation, a Delaware corporation, Masonite Entry Door Corporation, a Florida corporation, and FBL Corporation, a Delaware corporation (all such entities, other than the Surviving Corporation, collectively the "Merging Entities"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Entities into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

ARTICLE I. The Plan of Merger, effecting the merger of the Merging Entities with and into the Surviving Corporation is attached as Exhibit "A" (the "Plan").

EFFECTIVE DATE
12-31-05

ARTICLE II. The effective time and date of the Merger shall be 11:59 p.m. on December 31, 2005.

ARTICLE III. The Plan was approved by the Board of Directors and sole Shareholder or Stockholder of the Surviving Corporation and of each of the Merging Entities incorporated in Florida in accordance with Sections 607.1101 and 607.1104 of the Florida Business Corporation Act on December 16, 2005. The Plan was approved by each of the Merging Entities that are not incorporated in Florida pursuant to the applicable laws of their respective states of incorporation on December 16, 2005.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 21st day of December 2005.

Masonite Corporation, a Delaware corporation

By: Steve MacIsaac
Steve MacIsaac, as Vice President

Masonite Door Corporation,
a Florida corporation

By: Steve MacIsaac
Steve MacIsaac, as Vice President

Masonite U.S. Corporation, a Delaware corporation

By: Steve MacIsaac
Steve MacIsaac, as Vice President

Masonite Entry Door Corporation,
a Florida corporation

By: Steve MacIsaac
Steve MacIsaac, as Vice President

FBL Corporation, a Delaware corporation

By: Steve MacIsaac
Steve MacIsaac, as Vice President

PLAN OF MERGER OF
MASONITE DOOR CORPORATION, a Florida corporation,
MASONITE U.S. CORPORATION, a Delaware corporation,
MASONITE ENTRY DOOR CORPORATION, a Florida corporation, and
FBL CORPORATION, a Delaware corporation,
with and into
MASONITE CORPORATION, a Delaware corporation

This **PLAN OF MERGER** (this "**Plan**") is effective as of December 31, 2005 among Masonite Corporation, a Delaware corporation (the "Survivor"), Masonite Door Corporation a Florida corporation, Masonite U.S. Corporation, a Delaware corporation, Masonite Entry Door Corporation a Florida corporation, and FBL Corporation, a Delaware corporation (all such entities, other than the Survivor, individually a "Merging Corporation" and collectively, the "Merging Corporations"). The Survivor and the Merging Corporations are referred to collectively herein as the "Parties".

The Parties adopt the following Plan of Merger, effective as of December 31, 2005, pursuant to Section 607.1101 of the Florida Business Corporation Act.

1. The name of each of the corporations planning to merge is:
 - i) The Surviving Corporation is Masonite Corporation, a Delaware corporation, Fla Doc #831096;
 - ii) The Merging Corporations are
Masonite Door Corporation, a Florida corporation, Fla Doc # P00000090280
Masonite U.S. Corporation, a Delaware corporation, Fla Doc # F05000005470
Masonite Entry Door Corporation, a Florida corporation, Fla Doc # P98000030440 and
FBL Corporation, a Delaware corporation.
2. The effective time and date of the merger shall be 11:59 p.m. December 31, 2005 (the "Effective Time").
3. The general terms and conditions of the merger are as follows: at the Effective Time, the separate existence of each Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporations. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.
4. The manner and basis of converting the shares of the Parties shall be as follows: At the Effective Time, by virtue of the merger and without any action on the part of the Parties, all of the shares of the issued and outstanding stock of Masonite U.S. Corporation shall be exchanged for the 110 shares of stock of Masonite Corporation and each share of stock of the other Merging Corporations that is outstanding immediately before the Effective Time shall be cancelled and extinguished and cease to exist.
5. The Certificate of Incorporation of the Surviving Corporation shall continue to be the certificate of incorporation of the Surviving Corporation, and shall continue in full force and effect until amended and changed under the laws of Florida.
6. The Boards of Directors of the Surviving Corporation and the Merging Corporations may amend this Plan of Merger at any time prior to the Effective Time.