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From:
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FOREIGN PROFIT QUALIFICATION

Masonite U.S. Corporation

Certificate of Status	0
Certified Copy	1
Page Count	03
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DIVISION OF CORPORATION

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Name Availability	
Director	BOC
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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. Masonite U.S. Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware 3. 51-0539031
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/21/2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 8, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 N. Dale Mabry, Suite 950, Tampa FL 33609
(Principal office address)

(Current mailing address)

8. Any and all Business allowable under the Laws of Florida and Delaware.
(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: Steve MacIsaac

Office Address: 1 N. Dale Mabry, Suite 950.

Tampa, Florida 33609
(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.

[Handwritten signature]
(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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A. DIRECTORS

Chairman: Philip S. Orsino

Address: 1 N. Dale Mabry, Suite 950
Tampa FL 33609

Director
Vice Chairman: Scott C. Nuttall

Address: c/o Kohlberg, Kravis, Roberts & CO.
9 West 57th ST, Ste 4200, New York, NY 10019

Director: Paul E Raether

Address: c/o Kohlberg, Kravis, Roberts & CO.
9 West 57th ST, Ste 4200, New York, NY 10019

Director: Tager C. Olson

Address: c/o Kohlberg, Kravis, Roberts & CO.
9 West 57th ST, Ste 4200, New York, NY 10019

B. OFFICERS

President: Phillip S. Orsino

Address: 1 N. Dale Mabry, Suite 950, Tampa, FL 33609

Vice President: Steve MacIsaac

Address: 1 N. Dale Mabry, Suite 950, Tampa, FL 33609

Secretary: Harley Ulster

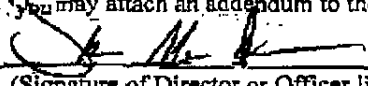
Address: 1600 Britannia Rd. East, Mississauga, Ontario, Canada L4W 1J2

Treasurer: Arnold Rubin

Address: 1 N. Dale Mabry, Suite 950, Tampa, FL 33609

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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. Steve MacIsaac, Vice President
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASONITE U.S. CORPORATION" 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 SIXTH DAY OF SEPTEMBER, A.D. 2005.

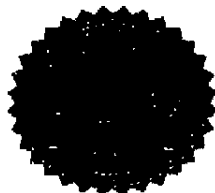
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MASONITE U.S. CORPORATION" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004.

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

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3900175 8300

AUTHENTICATION: 4136957

050729901

DATE: 09-06-05