

F0500000626Z

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

SK

Office Use Only



700060658027

10/27/05--01002--017 **2370.00

FILED
05 OCT 27 AM 11:33
STATE OF FLORIDA
TALLAHASSEE
FILING OFFICER
JANIS L. HARRIS
TALLAHASSEE, FLORIDA



UCC Filing & Search Services, Inc.
 1574 Village Square Boulevard, Suite 100
 Tallahassee, Florida 32309
 (850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

October 27, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Panolam Industries International, Inc.

FILED
 05 OCT 27 AM 11:33
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RECEIVED
05 OCT 27 AM 11:33
STATE
TALLAHASSEE, 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. Panolam Industries Internatioanal, Inc.
(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. 52-2064043
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 10/28/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. 1-1-2003 Employment of Resident Salesman - works from in-home office
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 20 Progress Drive, Shelton, CT 06484
(Principal office address)

20 Progress Drive, Shelton, CT 06484
(Current mailing address)

8. Wholesale Trade - Durable Goods - Other Misc. Goods / Resident Salesman
(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 or Mail Drop Box NOT acceptable)
Name: NRAI Services, Inc.
Office Address: 2731 Executive Park Drive, Suite 4
Weston, Florida 33331
(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.

NRAI Services, Inc.
By: [Signature]
(Registered agent's signature)
JOANNE OSWELL, Asst. Secy.

- 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:

A. DIRECTORS

Chairman: Statement Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Statement Attached

Address: _____

Vice President: _____

Address: _____

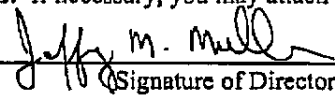
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Jeffrey Muller, Secretary
(Typed or printed name and capacity of person signing application)

14 (b)

Panolam Industries International, Inc.

Officers

Name	Business Address	Title of Officer
Robert J. Muller Jr.	20 Progress Dr. Shelton, CT 06484	President & Chief Executive Officer
Stephen Feuring	20 Progress Dr. Shelton, CT 06484	Vice President
Richard Stoll	20 Progress Dr. Shelton, CT 06484	Vice President
Steve Legard	20 Progress Dr. Shelton, CT 06484	Vice President
Elizabeth Dwyer	20 Progress Dr. Shelton, CT 06484	Treasurer
Jeffrey Muller	20 Progress Dr. Shelton, CT 06484	Secretary

14 (a)

Panoram Industries International, Inc.

Directors

Name	Business Address	
Robert J. Muller Jr.	20 Progress Dr. Shelton, CT 06484	Chairman
Jean-Pierre L. Conte	Four Embarcadero Center Suite 1900 San Francisco, CA 94111	Director
Darren J. Gold	Four Embarcadero Center Suite 1900 San Francisco, CA 94111	Director
J. Ryan Clark	Four Embarcadero Center Suite 1900 San Francisco, CA 94111	Director
William C. Oehmig	Eight Greenway Plaza Suite 702 Houston, TX 77046	Director
Hunter Nelson	Eight Greenway Plaza Suite 702 Houston, TX 77046	Director
Kent Wallace	Eight Greenway Plaza Suite 702 Houston, TX 77046	Director

Delaware

PAGE 1

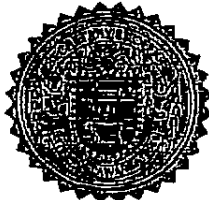
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANOLAM INDUSTRIES INTERNATIONAL, INC." 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PANOLAM INDUSTRIES INTERNATIONAL, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1997.

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.



2813885 8300

050864958

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4245786

DATE: 10-24-05