

JUL 13 2004 12:49 PM

CORPORATION SVC CO

NO. 955

PP 17/57

F04000003983

Florida Department of State

Division of Corporations
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Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

NHB INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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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. NIS Industries, 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. 63-1180010
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 17, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(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. 101 N. Parkway, Talladega, AL 35161
(Principal office address)

One MasterBrand Cabinets Drive, Jasper, IN 47546
(Current mailing address)

8. Manufacture and sale of kitchen and bath cabinets
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

[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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. *Richard E. Forbes*
(Signature of Director or Officer listed in number 12 of the application)

14. Richard E. Forbes, President and Chief Operating Officer
(Typed or printed name and capacity of person signing application)

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OFFICER AND DIRECTOR REPORT BY ENTITY

Fortune Brands, Inc.

Id: A094214

Nhb Industries, Inc.

Officers	Title	Authorized to Sign As	Company	Term	Started	Last Elected On	Term Expires
Bruce A. Carbonari	Chairman of the Board and Chief Executive Officer		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Elizabeth E. Laine	Assistant Secretary		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Gary G. Lautzenhiser	Executive Vice President, Sales		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Lauren S. Tashma	Assistant Secretary		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Mark A. Roche	Secretary		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Mark Hausberg	Treasurer		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Matthew G. Lenz	Assistant Treasurer		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Norman H. Wesley	Vice President		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Richard E. Forbes	President and Chief Operating Officer		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual
Russell W. Hahn	Assistant Secretary		Nhb Industries, Inc.	Perpetual	07-24-2003	07-24-2003	Perpetual

Directors	Title	Company	Term	Started	Last Elected On	Term Expires
Bruce A. Carbonari	Director	Nhb Industries, Inc.	Perpetual	07-15-2003	07-15-2003	Perpetual
Gary G. Lautzenhiser	Director	Nhb Industries, Inc.	Perpetual	07-15-2003	07-15-2003	Perpetual
Richard E. Forbes	Director	Nhb Industries, Inc.	Perpetual	07-15-2003	07-15-2003	Perpetual

Entities Selected: 1, Officers & Directors Status: Active, Officers & Directors Selected: All, Sorted By: Entity Name Ascending

* Indicates CSC currently not acting as registered agent
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Delaware

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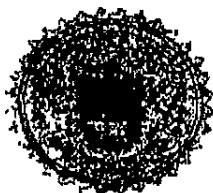
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NHB INDUSTRIES, 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 TWELFTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NHB INDUSTRIES, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1996.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3226360

DATE: 07-12-04

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