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**F96000002712**

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone  
CORPORATION(S) NAME

1000001844781  
-05/30/96--01072--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Panoram Industries, Inc.

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## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Panolan Industries, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 94-3244858

(FEI number, if applicable)

4. January 25, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or terminate)

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. c/o Genstar Capital Partners, 950 Tower Lane, Ste. 1170, Foster City,

California 94404

(Current mailing address)

8. manufacturing and selling decorative panels

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine  
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

George C. Romero

(Registered agent's signature) (Officer)

George C. Romero

Assistant Secretary

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: \_\_\_\_\_

Vice Chairman: see attached list of directors

Address: \_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DANIEL J. SOVERMAN Secretary Treasurer & Secretary  
(Typed or printed name and capacity of person signing application)

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**PANOLAM INDUSTRIES, INC.**

**OFFICERS**

William J. MacDonald	President	c/o Genstar Capital Partners Metro Tower, Suite 1170 950 Tower Lane Foster City, CA 94404
Daniel J. Boverman	VP/Treasurer/ Secretary	"
Jean Pierre L. Conte	VP	"
Richard D. Paterson	VP	"

**DIRECTORS**

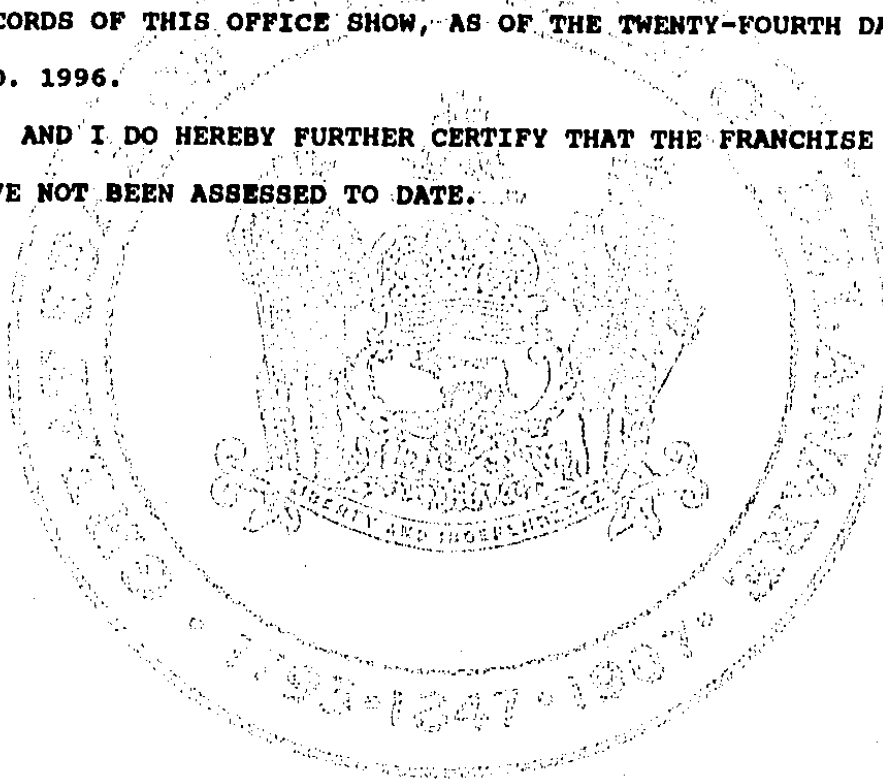
William J. MacDonald	Chairman	c/o Genstar Capital Partners Metro Tower, Suite 1170 950 Tower Lane Foster City, CA 94404
Daniel J. Boverman		"
Jean Pierre L. Conte		"
Richard D. Paterson		"
Mark E. Bandeen		"

**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANOLAM 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 TWENTY-FOURTH DAY A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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05-24-96