

F97000006792
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Woodgrain Acquisition Corp
(Name of corporation - must include suffix) 600002379096--1
-12/22/97--01067--006
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Scott Barner
(Name of Person)
Woodgrain Millwork, Inc.
(Firm/Company)
P.O. Box 566
(Address)
Fruitland, ID 83619
(City/State/Zip)

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Scott Barner
(Name of Person) at (208) 452-3801 x 368
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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:*

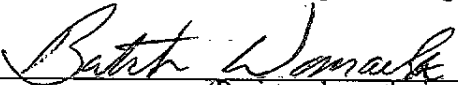
1. Woodgrain Acquisition Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Idaho
(State or country under the law of which it is incorporated)
3. 82-0497708
(FEI number, if applicable)
4. November 7, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 12, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 566
Fruitland, ID 83619
(Current mailing address)
8. Sale and distribution of building materials
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Butch Womack

Office Address: 540 Pecan Avenue
Lake Monroe, Florida, 32747
(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.


(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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Reed Dame

Address: 300 N.W. 16th Street
Fruitland, ID 83619

Vice Chairman: _____

Address: _____

Director: Kelly Dame

Address: 300 N.W. 16th Street
Fruitland, ID 83619

Director: Leon Moore

Address: 7208 Cascade Drive
Boise, ID 83704

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Reed Dame

Address: 300 N.W. 16th Street
Fruitland, ID 83619

Vice President: Kelly Dame

Address: 300 N.W. 16th Street
Fruitland, ID 83619

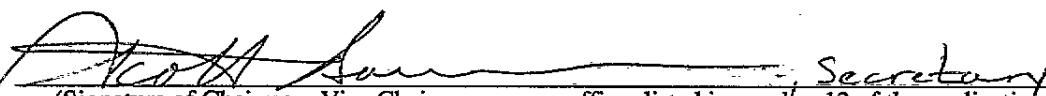
Secretary: Scott Barner

Address: 300 N.W. 16th Street
Fruitland, ID 83619

Treasurer: Steve Atkinson

Address: 300 N.W. 16th Street
Fruitland, ID 83619

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

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

14. Scott Barner, Secretary
(Typed or printed name and capacity of person signing application)

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State of Idaho

Department of State

CERTIFICATE OF EXISTENCE

OF

WOODGRAIN ACQUISITION CORP.

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I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above named corporation was incorporated under the laws of Idaho and was issued a certificate of incorporation in Idaho on November 7, 1997 under the file number C 121477.

I FURTHER CERTIFY That the corporation is in goodstanding on the records of this office.

Dated: December 16, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*