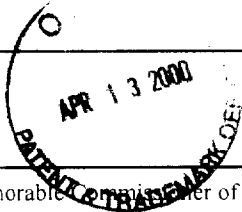


FORM PTO-1594  
1-31-92



REC'D  
TR

05-05-2000



101347803

is Mail No.: EL 394 215 70 US

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks  
Box Assignment, Washington, DC 20231

... documents or copy thereof.

<p>1. Name of conveying party(ies): <u>4.13.00</u> ARISTOKRAFT, INC.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of DELAWARE  <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>MASTERBRAND CABINETS, INC.</u> Internal Address: _____ Street Address: <u>One Aristokraft Square</u> City <u>Jasper</u> State <u>Indiana</u> ZIP <u>47546</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State of <u>DELAWARE</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment                              <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date <u>June 29, 1999</u></p>	
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark registration No.(s) <u>1,567,177</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:  PENNIE &amp; EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036  Attn: <u>Joyce M. Ferraro, Esq.</u>  File No.: <u>6564-029-999</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40</u> Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p>
<b>DO NOT USE THIS SPACE</b>	
<p>9. Statement and signature <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>Joyce M. Ferraro, Esq.</u>                      <u>37,046</u>                      <u>Joyce M. Ferraro</u>                      <u>April 13, 2000</u> Name of Person Signing      Reg. No.                      Signature                      Date</p> <p style="text-align: right;">Total number of pages comprising cover sheet: <span style="border: 1px solid black; padding: 2px;">6</span></p>	

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231

05/05/2000 BNGUYEN 00000114 161150 1567177

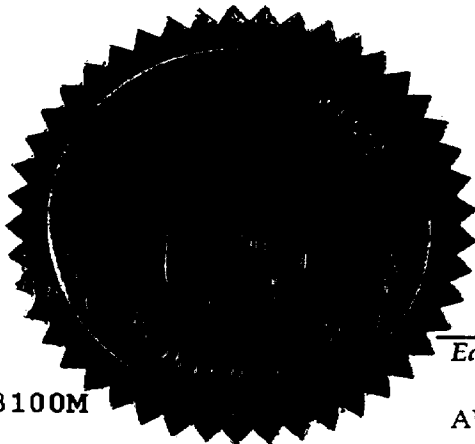
01 FC:481 40.00 CH

Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MASTERBRAND CABINETS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ARISTOKRAFT, INC." UNDER THE NAME OF "MASTERBRAND CABINETS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2086155 8100M

991425567

AUTHENTICATION: 0015848

DATE: 10-07-99

**CERTIFICATE OF OWNERSHIP AND MERGER**

**merging**

**MasterBrand Cabinets, Inc.  
(a Delaware corporation)**

**into**

**Aristokraft, Inc.  
(a Delaware corporation)**

---

**Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware**

---

**MasterBrand Cabinets, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY that:**

**FIRST: The Company is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on May 21, 1998.**

**SECOND: Aristokraft, Inc. (the "Subsidiary") is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on March 19, 1986.**

**THIRD: The Company owns all the outstanding shares of common stock, par value \$.01 per share, of the Subsidiary which is the only class of stock of the Subsidiary outstanding.**

**FOURTH: The Company, by the following resolutions duly adopted by its**

**Board of Directors on June 29, 1999, determined to merge itself into and with the**

**Subsidiary:**

**RESOLVED, that, subject to approval by the sole stockholder of this Company, this Company, owner of all the outstanding shares of common stock, par value \$.01 per share ("Subsidiary Common Stock"), of Aristokraft, Inc., a Delaware corporation (the "Subsidiary"), be merged into and with the Subsidiary at the time and date and upon the terms and conditions set forth below, with the Subsidiary being the surviving corporation (the "Surviving Corporation") following such merger; and further**

**RESOLVED, that the terms and conditions of the aforesaid merger shall be as follows:**

**(i) At the Effective Time (as hereinafter defined), by virtue of such merger and without any action on the part of this Company, Subsidiary or the holder of any of the following securities:**

- (a) each share of Subsidiary Common Stock which shall be issued and outstanding immediately prior to the Effective Time shall, by virtue of such merger and without any action on the part of the holder thereof, be canceled and cease to exist; and**
- (b) each share of Subsidiary Common Stock which shall be held in the treasury of Subsidiary immediately prior to the Effective Time, if any, shall, by virtue of such merger, be canceled and cease to exist; and**
- (c) each share of common stock, par value \$1.00 per share, of this Company issued and outstanding immediately prior to the Effective Time shall be converted into and exchangeable for one newly issued share of common stock, par value \$.01 per share, of the Surviving Corporation; and**

**(ii) The Certificate of Incorporation of the Subsidiary shall be amended, effective at the Effective Time, by changing Article FIRST thereof so as to read in its entirety as follows:**

**"FIRST: The name of the Corporation is MasterBrand Cabinets, Inc."**

**The Certificate of Incorporation of the Subsidiary as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by law;**

(iii) At the Effective Time, the members of the Board of Directors of the Subsidiary shall be the members of the Board of Directors of the Surviving Corporation, and the officers of the Subsidiary shall be the officers of the Surviving Corporation, in each case until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

(iv) Subject to prior approval of such merger by this Company's sole stockholder, such merger shall be effective at 11:58 p.m. Eastern Daylight Savings Time, on June 30, 1999 (such time and date being herein referred to as the "Effective Time"); and

(v) To the extent permitted by Delaware law, at any time prior to the Effective Time the proposed merger may be terminated and abandoned by the Board of Directors of this Company, notwithstanding the prior approval of this Company's sole stockholder.

FIFTH: As set forth in the aforementioned resolutions, the Certificate of Incorporation of the Subsidiary shall be amended, effective at the Effective Time, by changing Article FIRST thereof so as to read in its entirety as follows:

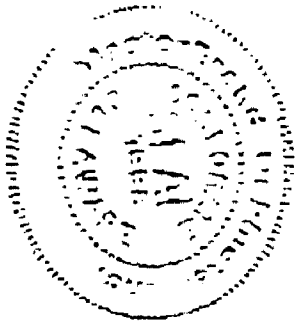
"FIRST: The name of the Corporation is MasterBrand Cabinets, Inc."

The Certificate of Incorporation of the Subsidiary as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by law.

SIXTH: The merger of the Company into and with the Subsidiary as set forth in Article FOURTH has been approved by written consent of the sole stockholder of the Company in accordance with Section 228 of the Delaware General Corporation Law.

SEVENTH: This Certificate of Ownership and Merger and the merger of the Company into and with the Subsidiary as provided herein shall become effective at 11:58 p.m. Eastern Daylight Savings Time, on June 30, 1999.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its officer thereunto duly authorized and attested by its Secretary this 29th day of June, 1999.



MASTERBRAND CABINETS, INC.

By: *Gilbert D. Verkamp*  
Gilbert D. Verkamp  
President

Attest:  
*Mark S. Lyon*  
Mark S. Lyon  
Secretary

Legal/HR/Marketing/Sec. cert. of ownership & merger.doc