

08-16-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Premdor, Inc. <i>8-13-02</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other Corporation - Canada</p> <p>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: Masonite International Corporation Internal Address: 1600 Britannia Road East Street Address: Mississauga, Ontario, Canada City: _____ State: _____ Zip: L4W 1J2</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other Corporation - Canada</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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Amalgamation</p> <p>Execution Date: 12/10/2001</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ _____</p>	<p>B. Trademark Registration No.(s) _____ See Appendix A attached</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Joseph W. Berenato, III Internal Address: _____ _____ Liniak, Berenato, Longacre & White Street Address: 6550 Rock Spring Drive Suite 240 City: Bethesda State: MD Zip: 20817</p>	<p>6. Total number of applications and registrations involved: 7</p> <p>7. Total fee (37 CFR 3.41).....\$ 190.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: Account No. 50-0548</p>
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DO NOT USE THIS SPACE

9. Signature.

Joseph W. Berenato, III *[Signature]* *8/13/02*
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
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01 FC:481 40.00 DP
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TRADEMARK
REEL: 2564 FRAME: 0410

**APPENDIX A: Trademark Registration and Application Nos.
with Reference to 4(B) on Recordation Form Cover Sheet**

Conveying Party Premdor, Inc. conveys to Receiving Party Masonite International Corporation the following Trademark Registrations and applications:

<u>Registration No.</u>	<u>Serial No.</u>	<u>Mark</u>
1,923,665	74/457,521	PREMWOOD
1,879,770	74/386,119	SAFE'N SOUND
1,795,001	74/142,008	FAST FIT
1,560,925	73/688,617	PREMDOR
1,536,381	73/688,578	PREMDOR
	75/858,468	CENTURY
	74/386,107	RENOVATOR

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Ontario Corporation Number
Numéro de la société en Ontario

1503744



Ministry of
Consumer and
Corporate Affairs
CERTIFICATE
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are effective as of

Ministère des
Affaires
Consommateurs
et des
Entreprises
CERTIFICATE
Ceci est un certificat
que ces articles
sont en vigueur à

JANUARY 01 JANVIER, 2002

Trans Code 18	Line No 20	Stat 28	Comp Type 29	Method Incorp 30	Share 31
A	0	0	A	3	S
Notice Rec'd 32	Jurisdiction ONTARIO				A 33

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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sociétés par
actions

1. The name of the amalgamated corporation is: Dénomination sociale de la société issue de la fusion :

MASONITE INTERNATIONAL CORPORATION / LA CORPORATION INTERNATIONALE MASONITE

2. The address of the registered office is: Adresse du siège social :

1600 Britannia Road East

(Street and No. or R.R. No. and, if multi-office building, give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Mississauga, Ontario

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

L4W 1J2

(Postal Code)
(Code postal)

3. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maxima) d'administrateurs :

A minimum of 8 directors and a maximum of 12 directors.

4. The director(s) is/are: Administrateur(s) :

First name, initials and surname
Prénom, initiales et nom de famille

Address for Service, giving Street and No. (or R.R. No.)
Municipality and Postal Code
Domicile élu, y compris la rue et le numéro (ou le numéro de la R.R.), le nom de la municipalité et le code postal

Resident
Canadian
State
Yes or No
Résident
canadien
Oui/Non

Howard L. Beck	61 Pears Avenue Toronto, Ontario M5R 1S9	Yes
John J. Berton	50 Rathnelly Avenue Toronto, Ontario M4V 2M3	Yes
John M. Cassaday	111 Buckingham Avenue Toronto, Ontario M4N 1R5	Yes
Peter A. Crossgrove	3769 Escarpment Side Road, R.R.#2 Caledon, Ontario L0N 1C0	Yes
Fredrik S. Eaton	22 Farnham Avenue Toronto, Ontario M4V 1H4	Yes

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Alan R. McFarland	770 Park Avenue New York, New York U.S.A. 10021	No
Philip S. Orsino	2654 Forks of the Credit Road Caledon, Ontario L0N 1C0	Yes
Joseph L. Rotman	142 Forest Hill Road Toronto, Ontario M4V 2L9	Yes
Saul M. Spears	3900 Yonge Street, Suite 515 Toronto, Ontario M4N 3N6	Yes

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5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

CHECK COCHER
A O R B A O U B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Premdor Inc.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
Premdor Inc.	1012776	1/November/2001
Masonite International Corporation/ La Corporation Internationale Masonite	1441898	1/November/2001
Les Portes Centenaires Limitee	1449796	1/November/2001

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James Ward Phillips &
Vancouver LLP
Toronto Ontario Canada

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise: Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue: Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation be authorized to issue:

- (a) an unlimited number of First Preference Shares, issuable in series; and
- (b) an unlimited number of Common Shares.

*Document prepared by
Dariusz Wasił, Phillip R.
Vanberg LLP
Toronto, Ontario M5H 1A4*

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- 8 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

A. FIRST PREFERENCE SHARES

The rights, privileges, restrictions and conditions to the First Preference Shares of the Corporation, as a class, shall be as follows:

1. Directors' Authority to Issue in One or More Series

1.1 The directors of the Corporation may issue the First Preference Shares at any time and from time to time in one or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of any dividends thereon and whether such rate(s), amount or method(s) of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such dividends shall accrue, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any) and the terms and conditions of any purchase obligation or sinking fund or other provisions attaching thereto. Before the issue of the first shares of a series of First Preference Shares, the directors of the Corporation shall send to the Director appointed under the *Business Corporations Act*, 1990 (Ontario) (as now enacted or from time to time amended, re-enacted or replaced) (the "Act") articles of amendment in prescribed form containing a description of such series including the number of shares in such series and the designation, rights, privileges, restrictions and conditions determined by the directors.

2. Ranking of First Preference Shares

2.1 No rights, privileges, restrictions or conditions attaching to a series of First Preference Shares shall confer upon the shares of a series a priority in respect of dividends or in respect of return of capital in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, over the shares of any other series of First Preference Shares.

2.2 The First Preference Shares, as a class, shall be entitled to such priority over the Common Shares of the Corporation and over any other shares of any other class of the Corporation ranking junior to the First Preference Shares with respect to priority in the payment of dividends and/or the return of capital and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs as the directors of the Corporation shall determine at the time of determining the number and designation of, and the rights, privileges, restrictions and conditions attaching to the first series of First Preference Shares. The First Preference Shares of any series may also be given such other preferences not inconsistent with the preferences so determined to attach to the First Preference Shares as a class nor inconsistent with the provisions hereof over the Common Shares and over any other shares ranking junior to the First Preference Shares as the directors of the Corporation may determine at the time of determining the number and designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of such series.

2.3 If any amount of cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Corporation in respect of a series of

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First Preference Shares is not paid in full, the First Preference Shares of all series shall participate rateably in respect of all accumulated cumulative dividends, whether or not declared, and all declared non-cumulative dividends, and in respect of amounts payable on return of capital in the event of liquidation, dissolution or winding-up of the Corporation; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the First Preference Shares with respect to amounts payable on return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

3. Voting Rights

3.1 Except as herein specifically provided or as otherwise provided by law, the holders of the First Preference Shares shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation. The holders of the First Preference Shares shall be entitled to receive notice of meetings of shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the Act.

4. Modification

4.1 The rights, privileges, restrictions and conditions attaching to the First Preference Shares, as a class, may not be deleted, amended, modified or varied in whole or in part except with the prior approval of the holders of the First Preference Shares given as hereinafter specified in addition to any other approval required by the Act.

4.2 The approval of the holders of the First Preference Shares with respect to any and all matters hereinbefore referred to may be given by not less than two-thirds of the votes cast at a meeting of the holders of the First Preference Shares duly called for that purpose and held upon at least 21 days notice at which the holders of not less than 25 percent of the outstanding First Preference Shares are present or represented by proxy. If at any such meeting the holders of 25 percent of the outstanding First Preference Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date being not less than 30 days later and at such time and place as may be determined by the person appointed as chairman by the persons present and entitled to vote at such meeting (and, for such purpose, the presence of one holder of First Preference Shares or of a proxy therefor shall constitute a quorum) and not less than 21 days notice shall be given of such adjourned meeting. At such adjourned meeting the holders of the First Preference Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by not less than two-thirds of the votes cast at such adjourned meeting shall constitute the approval of the holders of the First Preference Shares referred to above. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of First Preference Shares as a class, each holder of First Preference Shares entitled to vote thereat shall have one vote in respect of each \$1.00 of stated capital attributable to each First Preference Share held by him.

13. COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares of the Corporation shall be as follows:

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1. Dividends

- 1.1 Subject to the prior rights of the holders of any shares of the Corporation ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of the Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of assets properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding. Cheques of the Corporation payable at par at any branch of the Corporation's bankers for the time being in Canada shall be issued in respect of any such dividends payable in cash (less any tax required to be withheld by the Corporation) and payment thereof shall satisfy such dividends. Dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of six years from the date on which they were declared to be payable shall be forfeited to the Corporation.

2. Dissolution

- 2.1 In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of any shares of the Corporation ranking senior to the Common Shares with respect to priority in the distribution of assets upon liquidation, dissolution or winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation and to participate equally in any distribution thereof without preference or distinction.

3. Voting Rights

- 3.1 The holders of the Common Shares shall be entitled to receive notice of and to attend at all meetings of the shareholders of the Corporation. At any such meeting other than a meeting at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, each Common Share shall confer one vote.

4. Creation of Other Voting Shares

- 4.1 No other class or series of shares of the Corporation, other than the Common Shares, carrying the right to vote at a meeting of the Corporation (other than a meeting at which only the holders of a particular class or series of the Corporation are entitled to vote separately as a class or series) either under all circumstances or under certain circumstances that have occurred and are continuing shall be authorized without the affirmative votes of a majority of the votes cast at a meeting of the holders of Common Shares voting separately as a class.

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9 The issue, transfer or ownership of shares is / is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est / n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

Not applicable.

10 Other provisions, if any:

Autres dispositions, s'il y a lieu :

1. The board of directors of the Corporation may, without authorization of the shareholders of the Corporation, from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, including, without limitation, real property, personal property, movable property, immovable property, book debts, rights, powers, franchise and undertaking, to secure any obligation of the Corporation.

For greater certainty the foregoing powers conferred on the directors of the Corporation shall be deemed to include the powers conferred on a company by Division VII of the Special Corporate Powers Act, being Chapter P-16 of the Revised Statutes of Quebec, 1977 and every statutory provision that may be substituted therefor or for any provision therein.

The board of directors of the Corporation may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent as the board may determine at the time of each such delegation. Nothing in this section shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

11 The statements required by subsection 178 (2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12 A copy of the amalgamation agreement or directors resolutions (as the case may be) is / are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

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Amalgamation Agreement
Business Corporations Act
Schedule "A"

2000-01-01

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These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

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Formule 4
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actions

Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

Dénomination sociale des sociétés qui fusionnent,
signature et fonction de leurs dirigeants régulièrement
désignés.

PREMDOR INC.

by *Harley Ulster*
Harley Ulster - Secretary

MASONITE INTERNATIONAL CORPORATION/
LA CORPORATION INTERNATIONALE
MASONITE

by *Harley Ulster*
Harley Ulster - Secretary

LES PORTES CENTENAIRES LIMITEE

by *Harley Ulster*
Harley Ulster - Secretary

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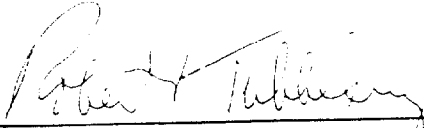
SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Robert V. Tubbesing, of the City of Toronto, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the Vice-President, Chief Financial Officer and Treasurer of PREMDOR INC. (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Masonite International Corporation/La Corporation Internationale Masonite and Les Portes Centenaires Limitee will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 10th day of December, 2001.



Robert V. Tubbesing

SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Robert V. Tubbesing, of the City of Toronto, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").

2. I am the Vice-President, Chief Financial Officer and Treasurer of MASONITE INTERNATIONAL CORPORATION/LA CORPORATION INTERNATIONALE MASONITE (the "Corporation") and as such have knowledge of its affairs.

3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.

4. There are reasonable grounds for believing that:

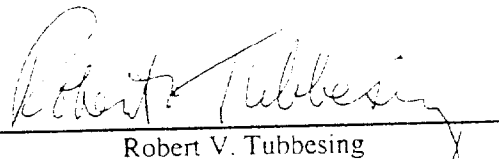
(a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Premdor Inc. and Les Portes Centenaires Limitee will be able to pay its liabilities as they become due; and

(b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.

6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 10th day of December, 2001.


Robert V. Tubbesing

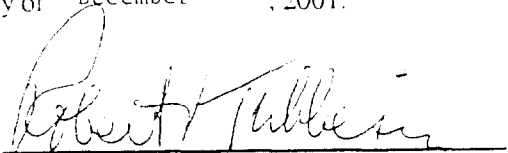
SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Robert V. Tubbesing, of the City of Toronto, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the Vice-President, Chief Financial Officer and Treasurer of LES PORTES CENTENAIRES LIMITEE (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Premdor Inc. and Masonite International Corporation/La Corporation Internationale Masonite will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 10th day of December, 2001.


Robert V. Tubbesing

SCHEDULE "B"

PREMDOR INC.

"AMALGAMATION WITH MASONITE INTERNATIONAL CORPORATION AND
LES PORTES CENTENAIRES LIMITEE

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS Masonite International Corporation ("Masonite") and Les Portes Centenaires Limitee ("Centenaires") are each a wholly-owned subsidiary corporation of PREMDOR INC. (the "Corporation");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation, Masonite and Centenaires amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

AND WHEREAS Philip S. Orsino, Robert V. Tubbesing and Harley Ulster, each being a director and/or officer of the Corporation has disclosed and requested to have entered herein the fact that he is a director and/or officer of each of Masonite, Centenaires and the Corporation which are proposed to be amalgamated with the Corporation;

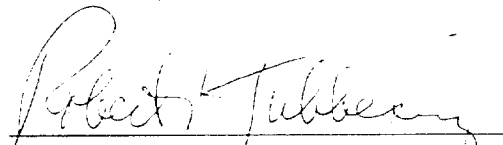
IT IS RESOLVED THAT:

1. the amalgamation (the "Amalgamation") of the Corporation, Masonite and Centenaires effective 12:00:01 a.m. on January 1, 2002 pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of Masonite and Centenaires shall be cancelled without any repayment of capital in respect thereof;

3. except that the name of the amalgamated corporation shall be Masonite International Corporation/La Corporation Internationale Masonite, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of the Corporation;
4. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

The undersigned Vice-President, Chief Financial Officer and Treasurer of PREMDOR INC. (the "Corporation") certifies that the foregoing is a true and complete copy of a resolution passed by the directors of the Corporation and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED the 10th day of December, 2001.


Robert V. Tubbesing

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SCHEDULE "B"

MASONITE INTERNATIONAL CORPORATION

"AMALGAMATION WITH PREMDOR INC. AND
LES PORTES CENTENAIRES LIMITEE

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act"), permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS MASONITE INTERNATIONAL CORPORATION ("the Corporation") and Les Portes Centenaires Limitee ("Centenaires") are each a wholly-owned subsidiary corporation of Premdor Inc. ("Parentco");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation, Centenaires and Parentco amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

AND WHEREAS Philip S. Orsino, Robert V. Tubbesing and Harley Ulster, each being a director and officer of the Corporation, have each disclosed and requested to have entered herein the fact that they are directors and/or officers of Parentco and Centenaires which are proposed to be amalgamated with the Corporation;

IT IS RESOLVED THAT:

1. the amalgamation (the "Amalgamation") of Parentco, Centenaires and the Corporation effective 12:00:01 a.m. on January 1, 2002, pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;

2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of Centenaires and the Corporation shall be cancelled without any repayment of capital in respect thereof;

3. except that the name of the amalgamated corporation shall be Masonite International Corporation/La Corporation Internationale Masonite, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of Parentco;

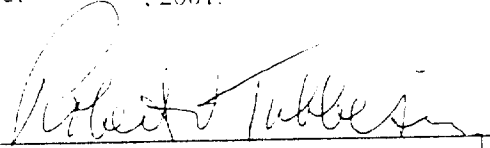
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;

5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

The undersigned Vice-President, Chief Financial Officer and Treasurer of MASONITE INTERNATIONAL CORPORATION (the "Corporation") certifies that the foregoing is a true and complete copy of a resolution passed by the directors of the Corporation and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED the 10th day of December, 2001.


Robert V. Tubbesing

SCHEDULE "B"

LES PORTES CENTENAIRES LIMITEE

"AMALGAMATION WITH PREMDOR INC. AND
MASONITE INTERNATIONAL CORPORATION

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act"), permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS LES PORTES CENTENAIRES LIMITEE (the "Corporation") and Masonite International Corporation ("Masonite") are each a wholly-owned subsidiary corporation of Premdor Inc. ("Parentco");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation, Masonite and Parentco amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

AND WHEREAS Philip S. Orsino, Robert V. Tubbesing and Harley Ulster, each being a director and officer of the Corporation, have each disclosed and requested to have entered herein the fact that they are directors and/or officers of Parentco and Masonite which are proposed to be amalgamated with the Corporation;

IT IS RESOLVED THAT:

1. the amalgamation (the "Amalgamation") of Parentco, Masonite and the Corporation effective 12:00:01 a.m. on January 1, 2002, pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;

2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of Masonite and the Corporation shall be cancelled without any repayment of capital in respect thereof;

3. except that the name of the amalgamated corporation shall be Masonite International Corporation/La Corporation Internationale Masonite, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of Parentco;

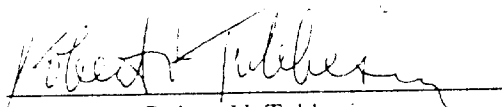
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;

5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

The undersigned Vice-President, Chief Financial Officer and Treasurer of LES PORTES CENTENAIRES (the "Corporation") certifies that the foregoing is a true and complete copy of a resolution passed by the directors of the Corporation and that such resolution is in full force and effect, unamended, as of the date hereof

DATED the 10th day of December, 2001.



Robert V. Tubbesing