

Form PTO-1595 (Rev. 03/01) OMB No. 0851-0027 (exp. 5/31/2002)		REGISTRATION FORM COVER SHEET PATENTS ONLY		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					
1. Name of conveying party(ies): Norcraft Companies, L.L.C.		2. Name and address of receiving party(ies) Name: <u>Norcraft Companies, L.P.</u> Internal Address: <u>Suite 100</u> Street Address: <u>3020 Denmark Avenue</u>			
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		City: <u>Eagan</u> : <u>MN</u> Zip: <u>55121</u> Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Conversion</u> Execution Date: <u>10/21/03</u>					
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the new application is: _____ A. Patent Application No.(s): B. Patent No.(s): <u>5,375,923</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Erin A. Dugan, IP Paralegal</u> <u>Ropes &amp; Gray LLP</u> Internal Address: <u>Atty. Dkt.: SKCE-077</u> Street Address: <u>One International Place</u> City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110</u>		6. Total number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41) \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed) 8. Deposit account number: <u>18-1945</u> (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
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> <u>Alexander Manganiello</u> <u>11/14/03</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and documents: <u>5</u>					

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# Delaware

PAGE 1

*The First State*

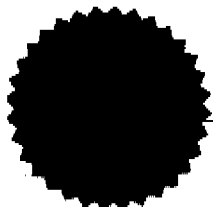
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NORCRAFT COMPANIES, L.P." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTIETH DAY OF MAY, A.D. 1998, AT 4 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "NORCRAFT COMPANIES, L.L.C." TO "NORCRAFT COMPANIES, L.P.", FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2003, AT 9:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED PARTNERSHIP.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2701257

DATE: 10-21-03

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 05/20/1998  
981194696 - 2898926

**CERTIFICATE OF FORMATION  
OF  
NORCRAFT COMPANIES, L.L.C.**

- FIRST:** The name of the limited liability company is **NORCRAFT COMPANIES, L.L.C.** (the "Company").
- SECOND:** The address of the Company's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801 in the county of New Castle. The name of the Company's registered agent is The Corporation Trust Company.
- THIRD:** The latest date on which the Company is to dissolve is December 31, 2048.
- FOURTH:** The debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company; and no member or manager of the Company shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member or acting as a manager of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of **NORCRAFT COMPANIES, L.L.C.** this 20th day of May, 1998.

  
James F. Spatzek, Jr., Authorized Person

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PATENT  
REEL: 014128 FRAME: 0472

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:36 AM 10/21/2003  
FILED 09:31 AM 10/21/2003  
SRV 030673796 - 2828926 FILE

## STATE of DELAWARE

### CERTIFICATE OF CONVERSION

of

**Norcraft Companies, L.L.C.**

to

**Norcraft Companies, L.P.**

*Pursuant to Title 6, Chapter 17, Section 217  
of the Delaware Code*

This Certificate of Conversion of Norcraft Companies, L.L.C. (the "LLC") is being duly executed and filed by the general partner of Norcraft Companies, L.P. to convert the LLC to a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act (6 Del.C. § 17-101, *et seq.*), as amended from time to time.

1. **Formation.** The date on which the LLC was first formed is May 20, 1998, and the jurisdiction where the LLC was formed is Delaware.

2. **Name of Limited Liability Company.** The name of the limited liability company immediately prior to the filing of this Certificate of Conversion and which is being converted hereby is Norcraft Companies, L.L.C.

3. **Name of Limited Partnership.** The name as set forth in the Certificate of Limited Partnership of the limited partnership to which the LLC is converting is Norcraft Companies, L.P.

4. **Effective Date.** The conversion to a limited partnership is to be effective upon the filing of this Certificate of Conversion and the Certificate of Limited Partnership of Norcraft Companies, L.P. with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion under the penalties of perjury and the facts stated herein are true to the best of the general partner's knowledge as of this 21st day of October, 2003.

**NORCRAFT GP, L.L.C.**

/s/ Christopher Reilly

By: \_\_\_\_\_

Name: Christopher Reilly

Title: Authorized Person

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:34 AM 10/21/2003  
FILED 09:31 AM 10/21/2003  
SRV 030673796 - 2898926 FILE

**CERTIFICATE OF LIMITED PARTNERSHIP**

of  
**Norcraft Companies, L.P.**

*Pursuant to Title 6, Chapter 17  
Of the Delaware Code*

1. The name of the limited partnership formed hereby is Norcraft Companies, L.P. (the "Limited Partnership").
2. The name of its registered agent is Corporation Service Company.
3. The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
4. The address of the principal place of business of the Limited Partnership is as follows: 3020 Denmark Avenue, Suite 100, Eagan, MN 55121.
5. The name and mailing address of the general partner is as follows: Norcraft GP, L.L.C. c/o Saunders Karp & Megrue, 262 Harbor Drive, Stamford, CT 06902.
6. The Limited Partnership is to be effective upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 21<sup>st</sup> October, 2003.

**NORCRAFT GP, L.L.C.,**  
its general partner

/s/ Christopher Reilly

By: \_\_\_\_\_  
Name: Christopher Reilly  
Title: Authorized Person

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