

Company No. 03226252

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of PREMDOR U.K. HOLDINGS
LIMITED

(the "Company")

Written resolution of the sole member of the Company passed pursuant to Regulation 53 of Table A 1985.

We, being the sole member of the Company for the time being entitled to attend and vote at a general meeting of the Company, resolve as follows:

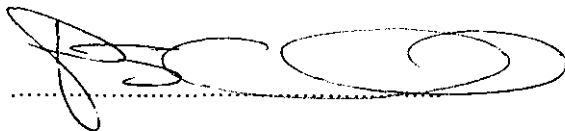
THAT the Articles of Association of the Company be and are hereby amended by the addition of the following as new Articles:

- "25 Notwithstanding anything contained in these Articles to the contrary, the directors will register any transfer of shares and may not suspend the registration of the transfer of any shares if such transfer:
- (i) is to The Bank of Nova Scotia, any nominee or any transferee of such bank (the "Lender") while such shares are charged to the Lender by way of security;
 - (ii) is delivered to the Company for registration by the Lender in order to perfect its security over such shares; or
 - (iii) is executed by the Lender pursuant to a power of sale or other power under such security.

For the avoidance of doubt, the requirement to give a transfer notice in respect of any transfer pursuant to this Article shall not apply."; and

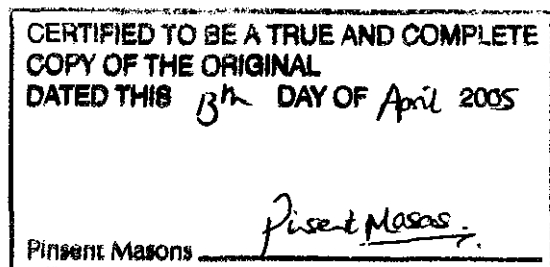
- "26 Notwithstanding anything contained in these Articles to the contrary, any lien attaching to the shares of the Company shall not apply in the event of a transfer of shares to the Lender for the purposes of Article 25."

Dated: 6 APRIL 2005



duly authorised for and on behalf of

MASONITE INTERNATIONAL CORPORATION



37203938.2

