

01-11-1999



100938345

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MAO 12-15-98

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
11 24 97
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
10 21 97

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1837 FRAME: 0957

505
1837
0957

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,863,793"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,976,356"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Robert H.G. Lockwood

Name of Person Signing



Signature

12/14/98

Date Signed

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 973290187
CONTROL NUMBER: 9613822
EFFECTIVE DATE: 11/24/1997
REFERENCE : 0077
PRINT DATE : 11/25/1997
FORM NUMBER : 411

CSC
KEVIN G. JOHNSON
STE 600, 100 PEACHTREE ST.
ATLANTA, GEORGIA 30303

FILED

COPY

DEC 11 1997

GEORGE H. RYAN
SECRETARY OF STATE

\$/100.00

BCA 113/13.35

CERTIFICATE OF MERGER

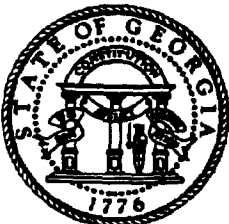
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

SHAW CARPET SHOWPLACE, INC., a Georgia corporation

Nonsurviving Entity/Entities:

CARPETLAND USA, INC., a Indiana corporation



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK

REEL: 1837 FRAME: 0959

CERTIFICATE OF MERGER

OF

CARPETLAND USA, INC.

INTO

SHAW CARPET SHOWPLACE, INC.

CARPETLAND USA, INC., a Indiana corporation (herein "Merging Corporation"), shall be merged with and into **SHAW CARPET SHOWPLACE, INC.**, a Georgia corporation (herein "Surviving Corporation").

The articles of incorporation of the Surviving Corporation at the effective time and date of the merger is the jurisdiction of its organization shall be the articles of incorporation of said Surviving Corporation; and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.

The executed plan of merger is on file at the principal place of business of the Surviving Corporation, located at 616 East Walnut Avenue, Dalton, Georgia 30720. -

A copy of the plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party to the merger.

The approval of the shareholders was required, and the number of votes cast was sufficient for approval.

FURTHER AFFIANT SAYETH NAUGHT.

SHAW CARPET SHOWPLACE, INC.


By: *Bennie M. Laughter*
Bennie M. Laughter, Secretary

(11) 89
NOV 29 3 52 PM '97

SECRETARY OF STATE

NOTICE OF MERGER

Notice is given that a certificate of merger which will effect a merger by and between SHAW CARPET SHOWPLACE, INC., a corporation incorporated in the State of Georgia, and CARPETLAND USA, INC., a corporation incorporated in the State of Indiana, has been delivered to the Secretary of State for filing in the accordance with the Georgia Business Code. The name of the surviving corporation in the merger is SHAW CARPET SHOWPLACE, INC., a corporation incorporated in the State of Georgia. The registered office of such corporation will be located at 616 E. Walnut Avenue, Dalton, Ga. 30720, and its registered agent at such address is Bennie M. Laughter.

By: 
Bennie M. Laughter, Secretary
Shaw Carpet Showplace, Inc.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF FACT

To Whom These Presents Come, Greeting:

I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that the records of this office disclose that Articles of Merger were filed bearing an approved and filed date of October 28, 1997 merging

CARPETLAND USA INC
an Indiana Corporation, the non-survivor

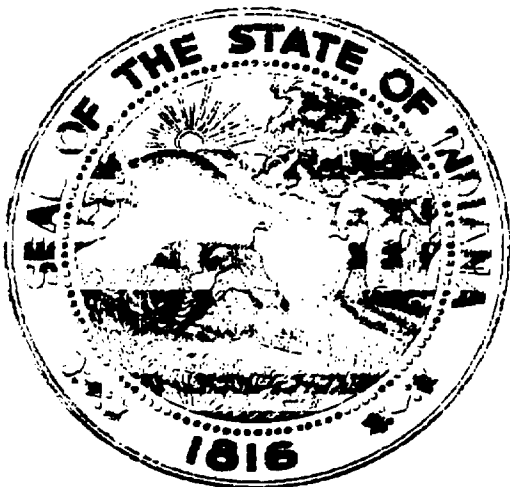
with and into

SHAW CARPET SHOWPLACE, INC.
a Georgia Corporation, the survivor

STATE OF MINNESOTA
FILED-DUPLICATE COPY

NOV 12 1997

John Anderson Howe
Secretary of State



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixth day of November, 1997.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

058890
TRADEMARK
REEL: 1837 FRAME: 0962



ARTICLES OF MERGER
 State Form 39036 (R4 / 6-95)
 State Board of Accounts Approved 1995

1997/10/02
 SUE ANNE GILROY
 SECRETARY OF STATE
 CORPORATIONS

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
 Present original and two (2) copies to address in upper right corner of this form.
 Please TYPE or PRINT
 Upon completion of filing the Secretary of State will **APPROVED**

Indiana Code 23-1-40-1 et seq.

FILING FEE: \$90.00

APPROVED AND FILED
ARTICLES OF MERGER/SHARE EXCHANGE
 IND. SECRETARY OF STATE
 OF
194305-003
 CARPETLAND USA INC
(hereinafter "the nonsurviving corporation(s)")

INTO
 SHAW CARPET SHOWPLACE, INC.
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1
 The name of the corporation surviving the merger is: SHAW CARPET SHOWPLACE, INC.
 and such name has has not (*designate which*) been changed as a result of the merger.

SECTION 2
 a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____
 b. The surviving corporation is a foreign corporation incorporated under the laws of the State of GEORGIA and qualified not qualified (*designate which*) to do business in Indiana.
 If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
 (*If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority."*)

RECEIVED
 CONFIRMATION DIVISION
 97 OCT 8 AM 11:50
 SUE ANNE GILROY

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (*if applicable*) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation CARPETLAND USA INC.	
State of Domicile INDIANA	Date of Incorporation or qualification in Indiana (<i>if applicable</i>) 3-18-1960
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (<i>if applicable</i>)
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (<i>if applicable</i>)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the SECRETARY of the surviving

(Title)

corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained

herein are true, this 21st day of October, 1997

Signature Bennie M. Laughter

Printed name
BENNIE M. LAUGHTER



**APPROVED
 AND
 FILED
 IND. SECRETARY OF STATE**

SUE ANNE GILROY
 SECRETARY OF STATE
 CORPORATIONS

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
 Present original and two (2) copies to address in upper right corner of this form.
 Please TYPE or PRINT
 Upon completion of filing the Secretary of State will issue a receipt.

Indiana Code 23-1-40-1 et seq.

FILING FEE: \$90.00

ARTICLES OF MERGER/SHARE EXCHANGE
OF
CARPETLAND USA INC
(hereinafter "the nonsurviving corporation(s)")

INTO
SHAW CARPET SHOWPLACE, INC.
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is: SHAW CARPET SHOWPLACE, INC.
 such name has has not (*designate which*) been changed as a result of the merger.

SECTION 2:

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of GEORGIA and qualified not qualified (*designate which*) to do business in Indiana.
 If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
 (*If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".*)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (*if applicable*) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation	CARPETLAND USA INC.	
State of Domicile	INDIANA	Date of Incorporation or qualification in Indiana (<i>if applicable</i>) 3-18-1960
Name of Corporation		
State of Domicile		Date of Incorporation or qualification in Indiana (<i>if applicable</i>)
Name of Corporation		
State of Domicile		Date of Incorporation or qualification in Indiana (<i>if applicable</i>)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the SECRETARY of the surviving

(Title)

corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained

herein are true, this 21st day of October, 1997

Signature

Bennie M. Laughter

Printed name

BENNIE M. LAUGHTER

TRADEMARK

PLAN OF MERGER

"1. SHAW CARPET SHOWPLACE, INC. , which is a business corporation of the State of Georgia and is the parent corporation and the owner of all of the outstanding shares of CARPETLAND USA INC., which is a business corporation of the State of Indiana and the subsidiary corporation, hereby merges CARPETLAND USA INC. into SHAW CARPET SHOWPLACE, INC. pursuant to the provisions of the Indiana Business Corporation Law and pursuant to the provisions of the laws of the jurisdiction of organization of Georgia.

"2. The separate existence of CARPETLAND USA INC. shall cease at the effective time and date of the merger pursuant to the provisions of the Indiana Business Corporation Law and SHAW CARPET SHOWPLACE, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of CARPETLAND USA INC. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of SHAW CARPET SHOWPLACE, INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

IN BC D:-PLAN OF MERGER S > P D > F 04/95