

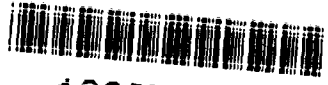
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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02-13-1999

U.S. Patent & TMO/c/TM Mail Rept Dt. #10

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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
10 02 98
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
10 01 98

Name

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)

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

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.)

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:
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REEL: 1864 FRAME: 0908

Domestic Representative Name and Address

Enter for the first Receiving Party only.

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Address (line 1)

Address (line 2)

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

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Pages

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

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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)

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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

2/15/99

Name of Person Signing

Signature

Date Signed

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

DOCKET NUMBER : 982790898
CONTROL NUMBER: 9525749
EFFECTIVE DATE: 10/02/1998
REFERENCE : 0077
PRINT DATE : 10/08/1998
FORM NUMBER : 412

CT CORPORATION SYSTEM
RACHEL LITTLE
1201 PEACHTREE ST.
ATLANTA, GEORGIA 30361

CERTIFICATE OF MERGER AND NAME CHANGE

I, Cathy Cox, 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:
CARPETSPLUS ACQUISITION CORP.
A Georgia corporation

Changing its name to:
CARPETSPLUS OF AMERICA, INC.

Nonsurviving Entity/Entities:
CARPETSPLUS OF AMERICA, LLC
A Tennessee Limited Liability Company



Cathy Cox
Secretary of State
TRADEMARK

REEL: 1864 FRAME: 0910

CERTIFICATE OF MERGER
of
CARPETSPLUS OF AMERICA, LLC
a Tennessee limited liability company
with and into
CARPETSPLUS ACQUISITION CORP.
a Georgia corporation

The undersigned, a duly authorized officer of CARPETSPLUS ACQUISITION CORP., a Georgia corporation and the surviving entity in the merger of CARPETSPLUS OF AMERICA, LLC with and into CARPETSPLUS ACQUISITION CORP. (the "Merger"), pursuant to Section 14-2-1109 of the Georgia Business Corporation Code, as amended, hereby executes this Certificate of Merger.

I. Names of Parties to Merger

The names of the parties to the Merger are CarpetsPlus Acquisition Corp., a corporation organized under the laws of the State of Georgia ("CAC"), and CarpetsPlus of America, LLC, a limited liability company organized under the laws of the State of Tennessee ("CarpetsPlus"). CarpetsPlus shall be merged with and into CAC, and CAC will be the surviving company in the Merger (hereinafter, the "Surviving Company").

II. Amendment to Articles of Incorporation

Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Company shall be the same as the Articles of Incorporation of the Surviving Company as they exist as of the date of filing of this Certificate of Merger, except that said Articles of Incorporation shall be amended to change the name of the Surviving Company to "**CarpetsPlus of America, Inc.**"

III. Location of Agreement and Plan of Merger

The executed Merger Agreement, which includes the plan of merger (the "Agreement and Plan of Merger"), dated as of September 25, 1998, by and among the Surviving Company, CarpetsPlus and the other parties thereto, is on file at the principal executive office of the Surviving Company at 210 TownPark Drive, Kennesaw, Georgia 30144.

IV. Availability of Agreement and Plan of Merger

A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any member or shareholder, as the case may be, of either company that is a party to the Merger.

V. Approval of the Agreement and Plan of Merger

Pursuant to the Georgia Business Corporation Code, approval of the shareholders of the Surviving Company was not required. The Merger was duly approved by the members of CarpetsPlus holding one hundred percent (100%) voting interest of all members entitled to vote thereon in accordance with the applicable laws of the State of Tennessee.

VI. Effective Date of Merger

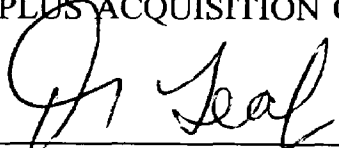
The effective date of the Merger shall be the later of Oct. 1, 1998 or the date of filing of this Certificate of Merger with the Secretary of State of the State of Georgia.

VII. Publication Notice

Publication of a notice of filing of this Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code, as amended.

IN WITNESS WHEREOF, CARPETSPLUS ACQUISITION CORP. has caused this Certificate of Merger to be executed in its name by its duly authorized officer on the 1st day of October, 1998.

CARPETSPLUS ACQUISITION CORP.

By: 
Thomas P. Leahey
Vice President and Treasurer

SECRETARY OF STATE

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OCT 5 2 55 PM '98

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SECRETARY OF STATE

RECORDED: 02/13/1999

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