

04-14-2000



03-08-2000

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RECORDATION FORM COVER SHEET
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U.S. Patent & TMO/TM Mail Rcpt Dt. #11

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

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
01 01 2000

Conveying Party

Mark if additional names of conveying parties attached

Name **Carpetmax L.P., a Georgia Limited Partnership** Execution Date
Month Day Year **12 14 99**

Formerly **of which The Maxim Group, Inc., a Delaware coporation is the sole general partner**

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

Receiving Party

Mark if additional names of receiving parties attached

Name **Flooring America Franchising, L.P., a Georgia limited partnership of**

DBA/AKATA **which Flooring America, Inc., a Delaware corporation is the sole**

Composed of **general partner**

Address (line 1) **210 TownPark Drive**

Address (line 2) _____

Address (line 3) **Kennesaw**

City

GA

State/Country

30144

Zip Code

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

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.)

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04/14/2000 DNGUYEN 00000025 1903215

01 FC:481
02 FC:482

(40.00 OP
675.00 OP)

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TRADEMARK
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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)

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.

Name of Person Signing

Signature

Date Signed

**SCHEDULE OF TRADEMARKS TO CHANGE NAME OF
CARPETMAX, L.P. TO FLOORING AMERICA FRANCHISING, L.P.**

MARK	REGISTRATION NO./ APPLICATION NO.	REGISTRATION DATE/ APPLICATION DATE
CARPETIME	1,903,215	7/4/95
E-DECOR	75/699,867	5/4/99
E-DECOR.COM	75/699,868	5/4/99
FLOORING AMERICA AND DESIGN	75/731,927	6/18/99
FOOTPRINT FIGHTERS	1,405,943	8/19/86
CARPETMAX SATELLITE NETWORK AND DESIGN	2,198,357	10/20/98
MAXCARE PROFESSIONAL CLEANING SYSTEMS MAX & DESIGN	2,192,827	9/29/98
MAXCARE	2,192,828	9/29/98
CARISSELLE BY RAINY LAWRENCE & DESIGN	2,265,736	7/27/99
MAXCARE	75/477,167	4/30/98
MAXCARE PROFESSIONAL CLEANING SYSTEMS & DESIGN	75/477,166	4/30/98
CARISSELLE AND DESIGN	75/585,809	11/10/98
THE DECOR EXCHANGE	75/666,814	3/24/99
FLOORING AMERICA	75/693,544	4/28/99

MARK	REGISTRATION NO./ APPLICATION NO.	REGISTRATION DATE/ APPLICATION DATE
FLOORING AMERICA AND DESIGN (HORIZONTAL LOGO)	75/731,928	6/18/99
EVERYTHING DECOR.COM (STYLIZED)	75/769,527	8/6/99
EVERYTHINGDECOR.NE TWORK	75/833,920	10/29/99
CARPETMAX - THE NATIONAL CARPET EXCHANGE	1,616,209	10/2/90
CARPET MAX	1,583,764	2/20/90
MAKING A WORLD OF DIFFERENCE	1,843,344	7/5/94
MAKING A WORLD OF DIFFERENCE	1,863,792	11/22/94
CARPETMAX MAKING A WORLD OF DIFFERENCE AND DESIGN	1,873,957	1/17/95
CARPETMAX MAKING A WORLD OF DIFFERENCE AND DESIGN	1,862,102	11/8/94
CARPETMAX	1,859,007	10/18/94
CARPETMAX	1,843,048	7/5/94
CARPET MAX (STYLIZED)	2,123,486	12/23/97
CARPETMAX (STYLIZED)	2,121,428	12/16/97
CARPETMAX FLOORING IDEA GALLERY AND DESIGN	2,168,454	6/23/98

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE MAXIM GROUP, INC.", CHANGING ITS NAME FROM "THE MAXIM GROUP, INC." TO "FLOORING AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2345578 8100

991565509

AUTHENTICATION: 0169651

DATE: 12-29-99

TRADEMARK
REEL: 002050 FRAME: 0624

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE MAXIM GROUP, INC.**

(Pursuant to Section 242 of the General
Corporation Law of the State of Delaware)

The undersigned, A. J. Nassar, President of The Maxim Group, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

- i. The Certificate of Incorporation is amended to change the name of the Corporation to FLOORING AMERICA, INC. To effect such change, the First Article shall be deleted in its entirety, and the following text shall be substituted therefor:

“I.

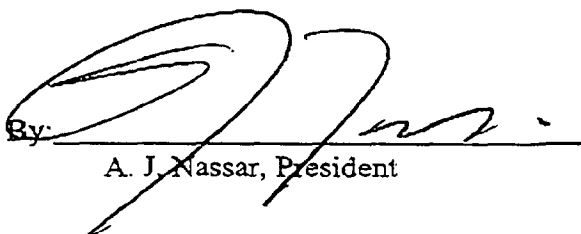
The name of the Corporation is Flooring America, Inc.”

- ii. This amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law. The holders of a majority of the outstanding stock of the Corporation entitled to vote thereon voted in favor of the amendment at a meeting held on December 14, 1999, duly called in accordance with the provisions of Section 222(a) of the Delaware General Corporation Law, at which meeting the number of shares required by statute were voted in favor of this amendment.

- iii. This amendment shall be effective as of 12:01 a.m. on January 1, 2000.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment on this 14th day of December, 1999.

THE MAXIM GROUP, INC.

By: 
A. J. Nassar, President

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K93631149
CONTROL NUMBER: K622451
EFFECTIVE DATE: 01/01/2000
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PRINT DATE : 01/03/2000
FORM NUMBER : 646

SMITH, GAMBRELL & RUSSELL
LUCY KIMSEY
1230 PEACHTREE ST., STE. 3100
ATLANTA, GA 30309

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the certificate of limited partnership of

CARPETMAX, L.P.

A DOMESTIC LIMITED PARTNERSHIP

has been amended and the limited partnership name changed to

FLOORING AMERICA FRANCHISING, L.P.

by the filing of a certificate of amendment in the Office of the Secretary of State and by the paying of fees as required by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK
REEL: 002050 FRAME: 0626

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARPETMAX, L.P.**

The undersigned, The Maxim Group, Inc., being the sole General Partner of Carpetmax, L.P. (the "Partnership"), a Georgia limited partnership, desiring to amend the Certificate of Limited Partnership of the Partnership, does hereby certifies the following:

1. The name of the Partnership is Carpetmax, L.P. (the "Partnership").
2. The Certificate of Limited Partnership of the Partnership (the "Certificate") was filed with the office of the Secretary of State of Georgia on July 17, 1996.
3. The Certificate is hereby amended by deleting Article I thereof and substituting therefor the following Article I:

"ARTICLE I

NAME

The name of the Partnership shall be Flooring America Franchising, L.P."

4. The amendment shall be effective as of 12:01 a.m. on January 1, 2000.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate of Amendment to Certificate of Limited Partnership this 16th day of December, 1999.

THE MAXIM GROUP, INC.

By: Thomas P. Leahey
Thomas P. Leahey
Executive Vice President

RECORDED
DEC 20 11 25 AM '99