

11-20-2000

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To the Honorable Commissioner of Patents and

al documents or copy thereof.

101521649

1. Name of conveying party(ies): MASLAND CARPETS, INC.

- Individual(s), General Partnership, Corporation-State Alabama, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: December 21, 1998

2. Name and address of receiving party(ies)

Name: THE DIXIE GROUP, INC.

Internal Address:

Street Address: P.O. Box 25107

City: Chattanooga State: TN ZIP: 37422

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Tennessee, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached sheet.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Roger W. Parkhurst

Internal Address: PARKURST & WENDEL, L.L.P.

Street Address: 1421 Prince St., Ste. 210

City: Alexandria, State: VA ZIP: 22314

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed # 13266, Authorized to be charged to deposit account

8. Deposit account number:

16-0331

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Roger W. Parkhurst Name of Person Signing

Signature

16 October 2000

Date

Total number of pages including cover sheet, attachments, and document: 4

EXHIBIT A

<u>MARK</u>	<u>REG. NO.</u>
GENIE & lamp design	766,443
HARDWEAR	2,010,824
HYDRO-LOK PLUS	2,010,825
M (script)	1,683,871
MASLAND	534,999
MASLAND CONTRACT & design	1,933,084
MASLAND FINE CARPETS SINCE 1866	1,257,675
THE MAGIC OF MASLAND CARPETS	770,008

WRITTEN CONSENT OF THE BOARD OF DIRECTORS
AND
SHAREHOLDER
OF
MASLAND CARPETS, INC.

The undersigned, being the sole directors and sole shareholder of MASLAND CARPETS, INC., acting in accordance with the Bylaws, adopt the following resolutions by written consent:

WHEREAS, the Company believes it to be in its best interest to merge with and into THE DIXIE GROUP, INC., a Tennessee corporation,

IT IS

RESOLVED, that the Company hereby is authorized to merge with and into The Dixie Group, Inc. in accordance with the Plan of Merger attached hereto as Exhibit A, which Plan of Merger is hereby approved and adopted; and

FURTHER RESOLVED, that the officers are authorized and directed to execute and file on behalf of the Company Articles of Merger and any and all other documents necessary to document such merger and generally to take such actions and to execute and deliver such documents as may be necessary to effect the purposes of these resolutions.

Dated: December 21, 1998

DIRECTOR:



Daniel K. Frierson

SHAREHOLDER:

THE DIXIE GROUP, INC.

By: , TREASURER

PLEASE ACCEPT THIS AS
AUTHORIZATION TO DEBIT
OR CREDIT FEES TO
DEP. ACCT. 16-0331
PARKHURST & WENDEL

PLAN OF MERGER

a. The names of the parties to the merger are MASLAND CARPETS, INC. and THE DIXIE GROUP, INC., and the name of the surviving corporation is THE DIXIE GROUP, INC.

b. The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation.

c. No shares of Masland Carpets, Inc. will be converted in the merger, and all shares of Masland Carpets, Inc. will be canceled.

d. The executed Agreement and Plan of Merger shall be on file at the principal place of business of the surviving corporation, to wit: 1100 South Watkins Street, Chattanooga, Tennessee 37404.

e. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

f. Upon the effective date of the merger, Masland Carpets, Inc. will cease doing business in the State of Alabama.

4. All issues and outstanding shares of Masland Carpets, Inc. are held by The Dixie Group, Inc. which voted all shares in favor of the merger.

5. The Articles of Incorporation of Masland Carpets, Inc. are filed in Montgomery County, Alabama.

6. The Dixie Group, Inc. hereby appoints the Secretary of State of Alabama as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of the domestic corporation party to this merger.

7. The merger shall become effective on December 27, 1998 or, if later, on the date the Articles of Merger are filed.

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