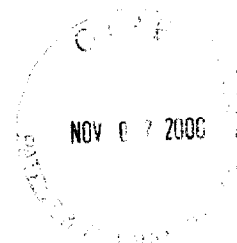




ELISABETH A. LANGWORTHY
DIRECT LINE: 202.383.0198
Internet: llangworthy@sablaw.com

11.7.00

November 7, 2000



BY HAND

BOX ASSIGNMENT

Commissioner of Patents and Trademarks
Washington, D.C. 20231

Re: Certificate of Ownership and Merger
Conveying party: L.D. Brinkman & Co. (Texas), Inc.
Receiving party: Pro Group Holdings, Inc.

Dear Sir:

This letter includes all information as required by Trademark Manual of Examining Procedure § 503.05 (d) for cover sheet requirements under 37 C.F.R. § 3.31 for recordation of trademarks. Please record the enclosed "Certificate of Ownership and Merger" as set forth in paragraph 4:

- 1) Name of conveying party: L.D. Brinkman & Co. (Texas), Inc., a Texas corporation.
- 2) Name and address of receiving party: Pro Group Holdings, Inc., a Delaware corporation, located and doing business at 1655 Waters Ridge Drive, Lewisville, Texas 75057.
- 3) Nature of Conveyance: Certificate of Ownership and Merger of L.D. Brinkman & Co. (Texas), Inc., With and Into Pro Group Holdings, Inc., executed on and effective as of December 9, 1999, is attached.
- 4) Please record the Certificate of Ownership and Merger against Trademark Registration Numbers:

11/29/2000 MAIL 0000005 239296

01 PD:491
02 PD:492

2,392,083
2,021,675
2,034,114

ARTISAN COLLECTION and Design
PRO FLOORING ASSOCIATION and Design
PRO FLOORING CREDIT and Design

265.00E

HALT\CL15079\ASSIGNM\TEXT2PG.DOC

2,374,301 **RC THE RENAISSANCE COLLECTION TILE FROM
AROUND THE WORLD and Design**
1,946,292 **RSP**
2,133,860 **WORTHINGTON CARPET MILLS and Design**

and against Trademark Serial Numbers:

75/877,795 **FLOOR SOURCE and Design**
75/676,657 **NATURAL CHOICES HARDWOOD COLLECTION
EXPLORE THE POSSIBILITIES and Design**
75/532,703 **PRO FLOORING GALLERY and Design**
75/676,424 **THE RENAISSANCE COLLECTION FILE FROM
AROUND THE WORLD and Design**

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

Elisabeth A. Langworthy, Esq.
Sutherland, Asbill & Brennan LLP
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2415

6) Total number of trademark registrations against which to record the Certificate of Ownership and Merger: ten (10).

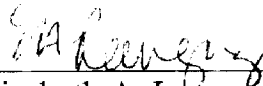
7) Total fee enclosed: \$265.00

8) If the enclosed payment is insufficient, please draw the deficiency from our Deposit Account No. 19-5029. A duplicate copy of this letter is enclosed for charging purposes.

9) 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.

Respectfully submitted,

SUTHERLAND, ASBILL & BRENNAN LLP

By: 
Elisabeth A. Langworthy
Garfield B. Goodrum, Jr.

Enclosures

Total number of pages including cover sheet, attachments, and documents: 14 (including duplicate cover sheet and check)

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"L. D. BRINKMAN & CO. (TEXAS), INC.", A TEXAS CORPORATION, WITH AND INTO "PRO GROUP HOLDINGS, INC." UNDER THE NAME OF "PRO GROUP HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 1999, AT 8:35 O'CLOCK A.M.

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

2258703 8100M

AUTHENTICATION:

0128481

991526071

DATE:

TRADEMARK

REEL: 002182 FRAME: 0733

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
L. D. BRINKMAN & CO. (TEXAS), INC.
(the "Subsidiary")
WITH AND INTO
PRO GROUP HOLDINGS, INC.
(the "Parent")**

Pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, Pro Group Holdings, Inc., a Delaware corporation, certifies that:

FIRST: The name and state or jurisdiction of incorporation of each of the constituent corporations of the Merger (as hereinafter defined) is as follows:

| <u>NAME</u> | <u>STATE</u> |
|---|--------------|
| L. D. Brinkman & Co. (Texas), Inc. (the "Subsidiary") | Texas |
| Pro Group Holdings, Inc. (the "Parent") | Delaware |

SECOND: The Parent owns all of the issued and outstanding shares of the capital stock of the Subsidiary.

THIRD: Resolutions of Merger have been approved and duly adopted by the written consent of the Board of Directors of Parent pursuant to Section 141(f) of the Delaware General Corporation Law, authorizing the merger of the Subsidiary with and into the Parent, with the Parent being the surviving corporation (the "Merger"), in accordance with Section 253 of the General Corporation Law of Delaware. A copy of such resolutions dated as of November 29, 1999 is attached as Exhibit "A" hereto.

FOURTH: The name of the surviving corporation of the merger is Pro Group Holdings, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of Pro Group Holdings, Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: The Merger shall be effective upon filing with the Secretary of State of Delaware.

[remainder of this page intentionally left blank]

PRO GROUP HOLDINGS, INC.

By: *JL Walsh*
Name: *Jack L. Walsh*
Title: *Executive Vice President*

2353733.1

Exhibit "A"

to

CERTIFICATE OF OWNERSHIP AND MERGER

OF

L. D. BRINKMAN & CO. (TEXAS), INC.

(the "Subsidiary")

WITH AND INTO

PRO GROUP HOLDINGS, INC.

(the "Parent")

Board of Directors Resolutions

PRO GROUP HOLDINGS, INC.

Written Consent of the Board of Directors

The undersigned, constituting all of the members of the Board of Directors of Pro Group Holdings, Inc., a Delaware corporation (the "Parent Corporation"), hereby consent in writing to the taking of the following actions and to the adoption of the following resolutions:

MERGER OF SUBSIDIARY CORPORATIONS

WHEREAS, the following named corporations which are wholly-owned subsidiaries of the Parent Corporation (the "Subsidiary Corporations"), desire to merge with and into the Parent Corporation, with the Parent Corporation being the survivor (the "Merger"):

| <u>NAME</u> | <u>STATE</u> |
|-----------------------------|--------------|
| L. D. Brinkman & Co. | Delaware |
| Hollytex Carpet Mills, Inc. | Delaware |
| Pro Direct Marketing, Inc. | Georgia |

and;

WHEREAS, the Board of Directors of the Parent Corporation deems it in the best interests of the Parent Corporation to consummate the Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary Corporations be merged with and into the Parent Corporation with the Parent Corporation being the survivor, and the issued shares of the Subsidiary Corporations shall not be converted in any manner, but each said share which is issued at the effective time and date of the Merger shall be surrendered and extinguished; and be it

FURTHER RESOLVED, that upon the effective date of the Merger, the Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the survivor.

MERGER OF L. D. BRINKMAN & CO. (TEXAS), INC.

WHEREAS, subsequent to the above Subsidiary Merger, L. D. Brinkman & Co. (Texas), Inc. will be a wholly-owned subsidiary of the Parent Corporation ("LDC") and desires to merge with and into the Parent Corporation, with the Parent Corporation being the survivor (the "LDC Merger"); and

WHEREAS, the Board of Directors of the Parent Corporation deems it in the best interests of the Parent Corporation to consummate the LDC Merger;

NOW, THEREFORE, BE IT RESOLVED, that LDC be merged with and into the Parent Corporation with the Parent Corporation being the survivor, and the issued shares of LDC shall not be converted in any manner, but each said share which is issued at the effective time and date of the Merger shall be surrendered and extinguished; and be it

FURTHER RESOLVED, that upon the effective date of the Merger, the Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the survivor; and be it

FURTHER RESOLVED, that the officers of the Parent Corporation, or any of them, be, and they hereby are, in all respects, authorized, empowered and directed for and on behalf of the Parent Corporation, to take all such actions and to perform, execute, verify, acknowledge, certify to, file and deliver any and all documents and instruments necessary or appropriate to consummate the transactions relating to the Merger (including, without limitation, that certain Agreement and Plan of Merger, relating to the merger of Parent Corporation with Pro Direct Marketing, Inc.) and the LDC Merger, in all cases, with any changes, modifications or amendments as any such officer, in his or her sole discretion, may approve as necessary, appropriate or desirable, and any such approval by any such officer shall be conclusively evidenced by the execution and delivery of definitive documents relating thereto; and be it

FURTHER RESOLVED, that any and all transactions by any officer of the Parent Corporation, for and on behalf of and in the name of the Subsidiary Corporations or LDC, prior to the adoption of the foregoing resolutions, in connection with any of the foregoing matters be, and they are hereby ratified, confirmed and approved in all respects for all purposes.

[remainder of page intentionally left blank]