

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

11-29-2000



101531552

November 7, 2000

11.7.00

BY HAND

BOX ASSIGNMENT

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

Re: Articles of Merger
Conveying party: Pro Group Holdings, Inc.
Receiving party: Beaulieu Group, LLC

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 "Articles of Merger" as set forth in paragraph 4:

- 1) Name of conveying party: Pro Group Holdings, Inc., a Delaware corporation.
- 2) Name and address of receiving party: Beaulieu Group, LLC, a Georgia limited liability company, located and doing business at 1502 Coronet Drive, P.O. Box 1248, Dalton, Georgia 30722-1248, USA.
- 3) Nature of Conveyance: Articles of Merger of Pro Group Holdings, Inc., with and into Beaulieu Group, LLC, executed on and effective as of December 9, 1999, is attached.
- 4) Please record the Articles of Merger against Trademark Registration Numbers:

2,392,963	ARTISAN COLLECTION and Design
2,057,387	PERMA CRIMP
2,021,675	PRO FLOORING ASSOCIATION and Design
2,034,114	PRO FLOORING CREDIT and Design
2,223,932	QP4 QUALITY PERFORMANCE PEOPLE PRODUCT PARTNERSHIPS and Design

H:\ALT\CL15079\ASSIGNMT\PGH2BG.DOC

Atlanta ■ Austin ■ New York ■ Tallahassee ■ Washington, DC

TRADEMARK
REEL: 002182 FRAME: 0756

11/28/2000 6TON11 00000316 2392963
01 FC:481
02 FC:482
40.00 DF
2000.11.09

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 Articles of Merger: twelve (12).

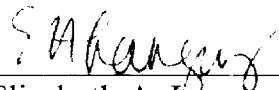
7) Total fee enclosed: \$315.00

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: **10** (including duplicate cover sheet and check)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K93430541
CONTROL NUMBER : K636669
EFFECTIVE DATE : 12/09/1999
REFERENCE : 0077
PRINT DATE : 12/09/1999
FORM NUMBER : 441

SUTHERLAND, ASBILL & BRENNAN, LLP
KATHERINE CERTICH
999 PEACHTREE ST., NE
ATLANTA, GEORGIA 30309-3996

CERTIFICATE OF MERGER

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:

BEAULIEU GROUP, LLC

A Georgia limited liability company

Nonsurviving Entity/Entities:

PRO GROUP HOLDINGS, INC.

a Delaware corporation




Cathy Cox
Secretary of State

TRADEMARK
REEL: 002182 FRAME: 0759

DULY EXECUTED and delivered, under seal, by the officers of Beaulieu on December
____, 1999.

BEAULIEU GROUP, LLC

(Corporate Seal)

Attest:

By: [Signature]
Name: Rayard B. Hollingsworth
Title: CFO

[Signature]
Secretary

* * * * *

SECRETARY OF STATE
DEC 9 12 44 PM '99