

FORM PTO - 1594 (Modified)
1-31-92

UNITED STATES PATENT AND TRADEMARK OFFICE

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Attorney Docket No.: 3686-77


To the United States Patent and Trademark Office, Office of Public Records: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Foamex Carpet Cushion, Inc.</p>	<p>2. Name and address of receiving party(ies):</p> <p>FOAMEX CARPET CUSHION LLC 1000 COLUMBIA AVENUE LINWOOD, PENNSYLVANIA 19061</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership-State: <input checked="" type="checkbox"/> Corporation- State: DELAWARE <input type="checkbox"/> Other:</p> <p>If Assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment.)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: Release of Security Agreement</p> <p>Execution Date: March 15, 2002</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p> <p>B. Trademark Registration No.(s):</p> <p>2,577,938</p>
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>PATRICIA SMINK ROGOWSKI CONNOLLY BOVE LODGE & HUTZ LLP P. O. Box 2207 1220 Market Street Wilmington, DE 19899 Telephone: (302) 658-9141 Facsimile: (302) 658-5614</p>	<p>6. Total number of applications and registrations involved: <input type="checkbox"/></p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ 40.00</p> <p><input type="checkbox"/> Fee enclosed. <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account.</p> <p>8. Deposit Account number: <u>03-2775</u> (for any additional fees required)</p>

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.

PATRICIA SMINK ROGOWSKI  **December 18, 2002**

Name of Person Signing Signature Date

Reg. No. 33,791

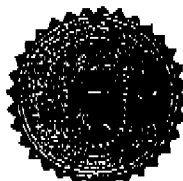
Docket: 3686-77 Total number of pages including cover sheet, attachments and document: [5]

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "FOAMEX CARPET CUSHION, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "FOAMEX CARPET CUSHION, INC." TO "FOAMEX CARPET CUSHION LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1672725
 DATE: 03-18-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/15/2002
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CERTIFICATE OF CONVERSION
OF
FOAMEX CARPET CUSHION, INC.

- FOAMEX Carpet Cushion, Inc., a Delaware corporation, hereby certifies as follows:**
- FIRST:** The name of the entity prior to conversion is "Foamex Carpet Cushion, Inc."
 - SECOND:** Foamex Carpet Cushion, Inc. was duly formed and its original certificate of incorporation was filed with the Secretary of State of Delaware on February 12, 1998.
 - THIRD:** The name of the limited liability company into which Foamex Carpet Cushion, Inc. shall be converted is "Foamex Carpet Cushion LLC."
 - FOURTH:** The effective date of the conversion to a Delaware Limited Liability Company shall be on March 15, 2002.
 - FIFTH:** The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed this 15th day of March, 2002, by the undersigned who affirms the statements made herein are true under penalties of perjury.

FOAMEX CARPET CUSHION, INC.

By: George L. Karpinski
Name: George L. Karpinski
Title: Vice President

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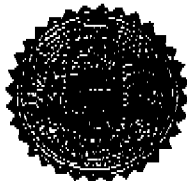
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Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FOAMEX CARPET CUSHION LLC" FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1672725

DATE: 03-18-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/15/2002
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**CERTIFICATE OF FORMATION
OF
FOAMEX CARPET CUSHION LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:


FIRST: The name of the limited liability company (hereinafter called the "Limited Liability Company") is Foamex Carpet Cushion LLC.

SECOND: The address of the initial registered office of the Limited Liability Company in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware.

THIRD: The name of the initial registered agent upon whom process against the Limited Liability Company may be served is Corporation Service Company.

FOURTH: The effective date of the formation shall be March 15, 2002.
IN WITNESS WHEREOF, the undersigned has executed this Certificate

of Formation as of the 15th day of March, 2002.


Name: George L. Karpinski
Title: Authorized Person

STATE OF DELAWARE

03/18/02 10:57 AM NO. 023 02/03

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