

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

CI OF VIRGINIA, INC.

- Individual(s) Canada
- General Partnership
- Corporation - State Georgia
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance

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

Execution Date: Nunc Pro Tunc December 28, 2001

2. Name and address of receiving party(ies).

Name: **FA MANAGEMENT ENTERPRISES, INC.**

Internal Address: _____

Street Address: 4301 Earth City Expressway.

City: Earth City State: MO Zip: 63045

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State GEORGIA
- 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 registration number(s).

A. Trademark Application No(s)
SEE ATTACHED

B. Trademark Registration No(s)
SEE ATTACHED

Additional number(s) attached Yes No

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

Name: Wendy Boldt Cohen

Internal Address:

Blackwell Sanders Peper Martin

Street Address: 720 Olive Street - 24th Floor

City: St. Louis State: MO Zip: 63101

6. Total number of applications and registrations involved.....

44

7. Total fee (37 CFR 3.41)..... \$ 1,115.00

- Enclosed
- Authorized to be charged to deposit account 11-0160

If insufficient, please debit Deposit Account Number

8. Deposit account number.. **11-0160**

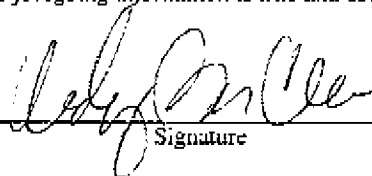
(Attach duplicate copy of this page if paying by deposit account)

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.

Wendy Boldt Cohen
Name of Person Signing


Signature

2/25/03
Date

Total number of pages including cover sheet, attachments and

1

EXHIBIT A
C1 OF VIRGINIA, INC. TO FA MANAGEMENT ENTERPRISES, INC.

REGISTRATIONS

APPNO	REGNO	TMARK
74/235,944	1,861,029	AMERICA'S CARPET GALLERY and Design
74/216,697	1,991,462	AMERICA'S CARPET GALLERY
75/416,478	2,367,435	AMERICA'S CARPET GALLERY
75/419,670	2,407,589	AMERICA'S RUG GALLERY and Design
73/094,712	1,076,686	C USA (Stylized)
75/433,435	2,265,736	CARISELLE BY RAINY LAWRENCE & Design
73/809,586	1,583,764	CARPET MAX
75/202,027	2,123,486	CARPET MAX (Stylized)
74/529,386	1,903,215	CARPETIME and Design
72/380,048	972,069	CARPETLAND
72/380,806	972,070	CARPETLAND USA
72/256,523	852,938	CARPETLAND USA (Stylized)
74/438,599	1,859,007	CARPETMAX
74/438,597	1,843,048	CARPETMAX
75/202,034	2,121,428	CARPETMAX (Stylized)
74/005,319	1,616,209	CARPETMAX - THE NATIONAL CARPET EXCHANGE
75/190,988	2,168,454	CARPETMAX FLOORING IDEA GALLERY and Design
74/438,832	1,862,102	CARPETMAX MAKING A WORLD OF DIFFERENCE & Design
74/501,202	1,873,957	CARPETMAX MAKING A WORLD OF DIFFERENCE & Design
75/366,018	2,198,357	CARPETMAX SATELLITE NETWORK and Design
74/005,319	1,616,209	CARPETMAX-THE NATIONAL CARPET EXCHANGE
75/222,068	2,173,871	CARPETSMART
75/917,964	2,595,187	CONFIDENCE PLUS
75/693,544	2,542,110	FLOORING AMERICA
75/731,928	2,453,937	FLOORING AMERICA & Design
75/731,927	2,449,951	FLOORING AMERICA and Design
73/575,495	1,405,943	FOOTPRINT FIGHTERS
75/917,966	2,489,279	HEATHERFIELD
74/438,594	1,863,792	MAKING A WORLD OF DIFFERENCE
74/438,600	1,843,344	MAKING A WORLD OF DIFFERENCE
75/477,167	2,308,594	MAXCARE
75/259,296	2,192,828	MAXCARE
75/477,166	2,323,077	MAXCARE PROFESSIONAL CLEANING SYSTEMS MAX &
75/259,295	2,192,827	MAXCARE PROFESSIONAL CLEANING SYSTEMS MAX &
73/227,008	1,210,903	NEW YORK CARPET WORLD
75/188,922	2,103,493	NEW YORK CARPET WORLD & Design
74/480,381	1,874,378	REEDY (Stylized)
74/468,129	1,871,709	SMARTCHOICE

APPLICATIONS

APPNO	REGNO	TMARK
75/635,862		AMERICA'S FLOORING GALLERY
75/769,527		EVERYTHING DECOR COM (Stylized)
75/833,920		EVERYTHINGDECOR NETWORK
75/930,744		LIFE. SET THE STAGE FOR IT
78/141,215		STAR SERVICE
76/143,348		THE DECOR EXCHANGE

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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RICHARD J. SCHNIDMAN
RIEZMAN BERGER, P.C.
7700 BONHOMME AVE., 7TH FLOOR
ST. LOUIS MO 63105

CERTIFICATE OF MERGER AND NAME CHANGE

I, Cathy Cox, the Secretary of State of the 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:

CI OF VIRGINIA, INC., A GEORGIA CORPORATION

Changing its Name to:

FA MANAGEMENT ENTERPRISES, INC.

Nonsurviving Entity/Entities:

FA MANAGEMENT ENTERPRISES, INC., A MISSOURI CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE