

FORM PTO-1594  
(Rev. 6-93)

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Atty Docket No. I4060.188535

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

1. Name of conveying party(ies):

**Gullford (Delaware), Inc.**

- Individuals(s)
- General Partnership
- Corporation-State - Delaware
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached  Yes  No

3. Nature of conveyance:

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

Execution Date: December 31, 1999

2. Name and address of receiving party(ies)

Name: **Interface, Inc.**

Internal Address: **Suite 2000**

Street Address: **2859 Paces Ferry Road**

City: **Atlanta** State: **GA** Zip: **30339**

- 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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,816,414

Additional numbers attached?  Yes  No

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

Name: William H. Brewster

Internal Address: Kilpatrick Stockton LLP

Street Address: 1100 Peachtree St., Suite 2800

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

**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.

Valeta A. Northcutt

Name of Person Signing

Signature

Date

7/9/03

Total number of pages including cover sheet, attachments, and document: **5**

CH \$40.00 110860 1816414

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/29/1999  
991569084 - 2170849

**CERTIFICATE OF MERGER  
OF  
GUILFORD (DELAWARE), INC.  
(a Delaware corporation)  
WITH AND INTO  
INTERFACE, INC.  
(a Georgia corporation)**

Guilford (Delaware), Inc., a Delaware corporation and the non-surviving corporation in the merger, and Interface, Inc., a Georgia corporation and the surviving corporation in the merger, hereby certify that:

**I.**

The name and state of incorporation of each constituent corporation which is merging are:

- (a) Guilford (Delaware), Inc., a business corporation under the laws of the State of Delaware; and
- (b) Interface, Inc., a business corporation under the laws of the State of Georgia.

**II.**

The surviving corporation is Interface, Inc., a business corporation of the State of Georgia.

**III.**

The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations which is a party to the merger in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code and Section 252(c) of the General Corporation Law of the State of Delaware.

**IV.**

The merger was duly approved by the Board of Directors of each of the constituent corporations which is a party to the merger and by the sole shareholder of Guilford (Delaware), Inc. Pursuant to Section 251(f) of the Delaware General Corporation Law and Section 14-2-1103(h) of the Georgia Business Corporation Code, approval of the shareholders of Interface, Inc., the surviving corporation, was not required.

**V.**

The Articles of Incorporation of Interface, Inc. shall be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue in full force and effect

until further amended and changed in the manner prescribed by the Georgia Business Corporation Code.

#### VI.

The executed Plan of Merger is on file at the principal place of business of Interface, Inc. at 2859 Paces Ferry Road, Suite 2000, Atlanta, Georgia 30339.

#### VII.

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

#### VIII.

Interface, Inc. hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Guilford (Delaware), Inc., as well as for enforcement of any obligation of Interface, Inc. from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and Interface, Inc. hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of such process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Interface, Inc. at the following address:

2859 Paces Ferry Road, Suite 2000  
Atlanta, Georgia 30339

#### IX.

The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate of Merger and payment therefor in accordance with Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

#### X.

The merger herein provided for shall be effective as of 11:59 p.m. on December 31, 1999.

IN WITNESS WHEREOF, the parties have executed this Certificate of Merger as of this 22<sup>nd</sup> day of December, 1999.

**GULFORD (DELAWARE), INC.**  
a Delaware corporation

By: Raymond S. Willoch  
Raymond S. Willoch  
Senior Vice President and Secretary

**INTERFACE, INC.**  
a Georgia corporation

By: Raymond S. Willoch  
Raymond S. Willoch  
Senior Vice President and Secretary

APR 1999 08599-1

*State of Delaware*  
*Office of the Secretary of State*

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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 MERGER, WHICH MERGES:

"GUILFORD (DELAWARE), INC." A DELAWARE CORPORATION,  
WITH AND INTO "INTERFACE, INC." UNDER THE NAME OF  
"INTERFACE, INC." A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF GEORGIA AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK  
A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 1999

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*  
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 0173018

DATE: 12-30-99