

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0851-0011 (exp. 4/94)

Atty Docket No. 14060.175855

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

1. Name of conveying party(ies):

Prince Street Technologies, Ltd.

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

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

2. Name and address of receiving party(ies)

Name: Bentley Mills, Inc.

Internal Address: Suite 2000

Street Address: 2859 Paces Ferry Road

City: Atlanta State: Georgia Zip: 30339

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

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

3. Nature of conveyance:

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

Execution Date: August 7, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,259,160

Additional numbers attached? Yes No

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

Name: William H. Brewster, Esq.

Internal Address: Suite 2800

Street Address: 1100 Peachtree Street

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.

Valetta A. Northcutt

Name of Person Signing

Signature

Valetta Northcutt

Date

7/14/03

Total number of pages including cover sheet, attachments, and document: 10

CH \$40.00 110860 2259160

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

DOCKET NUMBER : 010020496
CONTROL NUMBER : J721114
EFFECTIVE DATE : 12/31/2000
REFERENCE : 0091
PRINT DATE : 01/02/2001
FORM NUMBER : 411

PARANET CORPORATION SERVICES, INC.
JEFF HIGDON
3761 VENTURE DR., STE. 260
DULUTH GA 30096

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 34 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:
BENTLEY MILLS, INC., A DELAWARE CORPORATION

Nonsurviving Entity/Entities:
PRINCE STREET TECHNOLOGIES, LTD., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

**CERTIFICATE OF MERGER
OF
PRINCE STREET TECHNOLOGIES, LTD.
(a Georgia corporation)
WITH AND INTO
BENTLEY MILLS, INC.
(a Delaware corporation)**

Pursuant to Section 252 of the Delaware General Corporation Law:

Prince Street Technologies, Ltd., a Georgia corporation and the non-surviving corporation in the merger, and Bentley Mills, Inc., a Delaware corporation and the surviving corporation in the merger hereby certify that:

1. The name and state of incorporation of each constituent business corporation participating in the merger herein certified are:

- (i) Prince Street Technologies, Ltd., which is incorporated under the laws of the State of Georgia; and
- (ii) Bentley Mills, Inc., which is incorporated under the laws of the State of Delaware.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Prince Street Technologies, Ltd. in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code and by Bentley Mills, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

The Plan and Agreement of Merger was approved by the Board of Directors and the sole shareholder of Prince Street Technologies, Ltd. on August 7, 2000 and by the Board of Directors and the sole stockholder of Bentley Mills, Inc. on August 7, 2000.

3. The name of the surviving corporation in the merger herein certified is Bentley Mills, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Bentley Mills, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o Interface, Inc.
2859 Paces Ferry Road, Suite 2000
Atlanta, Georgia 30339

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Prince Street Technologies, Ltd. consists of 100,000 shares of a par value of \$0.10 each.

8. The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate and payment therefor as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

9. The Merger will include the transfer to Bentley Mills, Inc. of all of the assets and liabilities of Prince Street Technologies, Ltd.

10. In anticipation of the effectiveness of the merger, the Board of Directors and the officers of the terminating and surviving corporations are hereby authorized, empowered and directed to transfer to the surviving corporation certain of the assets of the terminating corporation and to relocate said assets to the office of the surviving corporation.

11. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 2000 at 11:59 p.m. (EST) Atlanta, Georgia time.

Dated: August 7, 2000.

PRINCE STREET TECHNOLOGIES, LTD.

By: Raymond S. Willoch
Raymond S. Willoch
Senior Vice President and Secretary
CORPORATIONS DIVISION
00 DEC 28 PM 2:07
SECRETARY OF STATE

4:57 FAX 404 815 6555

KS

006

12:00 FAX 7703196270

INTERFACE

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Dated: August 7, 2000.

BENTLEY MILLS, INC.

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

SECRETARY OF STATE
00 DEC 28 PM 2:05
CORPORATIONS DIVISION

**PLAN AND AGREEMENT OF MERGER
OF
PRINCE STREET TECHNOLOGIES, LTD.
(a Georgia corporation)
WITH AND INTO
BENTLEY MILLS, INC.
(a Delaware corporation)**

PLAN AND AGREEMENT OF MERGER entered into on this 7th day of August, 2000 by Prince Street Technologies, Ltd., a business corporation of the State of Georgia, and approved by resolution adopted by its Board of Directors on said date, and entered into on this 7th day of August 2000 by Bentley Mills, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Prince Street Technologies, Ltd. is a business corporation of the State of Georgia with its registered and principal office therein located at 2859 Paces Ferry Road, Suite 2000, City of Atlanta, County of Cobb, State of Georgia; and

WHEREAS, the total number of shares of stock which Prince Street Technologies, Ltd. has authority to issue is 100,000 shares, all of which are of one class and of a par value of \$0.10 each; and

WHEREAS, Bentley Mills, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware; and

WHEREAS, the total number of shares of stock which Bentley Mills, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, the Georgia Business Corporation Code permits a merger of a business corporation of the State of Georgia with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Prince Street Technologies, Ltd. and Bentley Mills, Inc. and their respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Prince Street Technologies, Ltd. with and into Bentley Mills, Inc. effective as of 11:59 p.m. (EST) Atlanta, Georgia time on December 31, 2000, which merger will include the transfer to Bentley Mills, Inc. of all of the assets and liabilities of Prince Street Technologies, Ltd., pursuant to the provisions of the Georgia Business Corporation Code and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Prince Street Technologies, Ltd. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Bentley Mills, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Prince Street Technologies, Ltd. and Bentley Mills, Inc. shall, pursuant to the provisions of the Georgia Business Corporation Code and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Bentley Mills, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Prince Street Technologies, Ltd., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Georgia Business Corporation Code.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for, and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of the terminating corporation in accordance with the provisions of the Georgia

Business Corporation Code and on behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Georgia and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Georgia and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective date and time of this Plan and Agreement of Merger, and the date and time on which the merger herein agreed upon shall become effective in the State of Delaware, shall be December 31, 2000 at 11:59 p.m. (EST) Atlanta, Georgia time.

9. In anticipation of the effectiveness of the merger, the Board of Directors and the officers of the terminating and surviving corporations are hereby authorized, empowered and directed to transfer to the surviving corporation certain of the assets of the terminating corporation and to relocate said assets to the office of the surviving corporation.

10. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Georgia in the event that the Board of Directors of each of the constituent corporations agrees that termination is the best interest of the parties.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: August 7, 2000.

BENTLEY MILLS, INC.

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

PRINCE STREET TECHNOLOGIES, LTD.

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

CERTIFICATE OF ASSISTANT SECRETARY OF BENTLEY MILLS, INC.
AND PRINCE STREET TECHNOLOGIES, LTD.

The undersigned, being the Assistant Secretary of Bentley Mills, Inc. and Prince Street Technologies, Ltd., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporations, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and Section 14-2-1107 of the Georgia Business Corporation Code.

Dated: December 22nd, 2000.



Daniel T. Hendrix, Assistant Secretary of
Bentley Mills, Inc. and Prince Street
Technologies, Ltd.

SECRETARY OF STATE
00 DEC 28 PM 2:05
CORPORATIONS DIVISION