

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Amoco Fabrics and Fibers Company		12/01/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Propex Fabrics Inc.
Street Address:	260 The Bluffs
City:	Austell
State/Country:	GEORGIA
Postal Code:	30168
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	78506900	PROPEX FABRICS
Registration Number:	1078982	ACTIONBAC
Registration Number:	1464618	AMOLENE
Registration Number:	1247702	AMOPAVE
Registration Number:	1051905	DUON
Registration Number:	1702514	HI VU
Registration Number:	2462857	PETROGRID
Registration Number:	875481	PETROMAT
Registration Number:	1251155	PETROTAC
Registration Number:	793425	POLY BAC
Registration Number:	2361487	PRO-GUARD
Registration Number:	975562	PROPEX

CH \$490.00 78506900

Registration Number:	2788557	PROPEX
Registration Number:	2386233	
Serial Number:	78351715	STEP ONE
Serial Number:	78488550	STEPONE
Serial Number:	78477681	VITPEX
Registration Number:	1087778	SUPAC
Registration Number:	1616745	SUPERGRO

CORRESPONDENCE DATA

Fax Number: (404)572-5145
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-572-3416
Email: arbounds@kslaw.com
Correspondent Name: Andrea R. Bounds
Address Line 1: 191 Peachtree Street
Address Line 4: Atlanta, GEORGIA 30303-1763

ATTORNEY DOCKET NUMBER:	05485/104001
NAME OF SUBMITTER:	Andrea R. Bounds
Signature:	/Andrea R. Bounds/
Date:	01/27/2006

Total Attachments: 6
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Delaware

PAGE 1

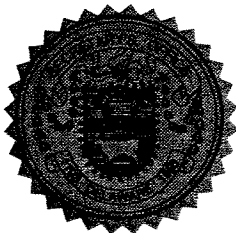
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROPEX FABRICS INC.", A DELAWARE CORPORATION,
WITH AND INTO "AMOCO FABRICS AND FIBERS COMPANY" UNDER THE NAME OF "PROPEX FABRICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2004, AT 2:04 O'CLOCK P.M.

0751313 8100M

050579591



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4017655

DATE: 07-13-05

TRADEMARK

REEL: 003235 FRAME: 0078

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:04 PM 12/01/2004
FILED 02:04 PM 12/01/2004
SRV 040862936 - 0751313 FILE

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER

Section 253
Parent into Subsidiary

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

PROPEX FABRICS INC.
(a Delaware corporation)

INTO

AMOCO FABRICS AND FIBERS COMPANY
(a Delaware corporation)

Propex Fabrics Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company")

DOES HEREBY CERTIFY:

FIRST: That the Company was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL") on the 2nd day of September, 2004.

SECOND: That the Company owns 100% of the outstanding shares of the capital stock of Amoco Fabrics and Fibers Company (the "Subsidiary"), a corporation organized pursuant to the DGCL on the 7th day of May, 1970.

THIRD: That the Company, by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of the members thereof pursuant to Section 141(f) of the DGCL on the 1st day of December, 2004, determined to, and effective upon the filing of this Certificate with the Secretary of State of the State of Delaware (the "Effective Time"), does, merge the Company with and into the Subsidiary pursuant to Section 253 of the DGCL (the "Merger"):

RESOLVED, that the Company merge itself into the Subsidiary and, as the surviving corporation (the "Surviving Corporation"), the Subsidiary will succeed to and possess all the properties, rights, privileges, immunities, powers, and franchises of the Company, and will assume all of the duties, liabilities, debts, and obligations of the Company; and further

RESOLVED, that upon completion of the Merger, the sole stockholder (the "Sole Stockholder") of all the outstanding shares of the capital stock of the Company shall

receive all of the outstanding shares of the capital stock of the Surviving Corporation and shall have no further claims of any kind or nature against the Company; and each share of capital stock of the Company which is issued as of immediately prior to the Effective Time shall be surrendered and canceled; and further

RESOLVED, that from and after the Effective Time and until further amended in accordance with applicable law, the Certificate of Incorporation of the Surviving Corporation shall be as set forth in Exhibit A attached hereto. From and after the Effective Time and until further amended in accordance with applicable law, the Bylaws of the Company as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation; and further

RESOLVED, that from and after the Effective Time, the directors of the Surviving Corporation shall be the persons who were the directors of the Company immediately prior to the Effective Time and the officers of the Surviving Corporation shall be the persons who were the officers of the Subsidiary immediately prior to the Effective Time. Said directors and officers of the Surviving Corporation shall hold office for the term specified in, and subject to the provisions contained in, the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law; and further

RESOLVED, that pursuant to Section 253(b) of the DGCL, the name of the Subsidiary shall change to "Propex Fabrics Inc." effective upon the Effective Time, and pursuant to Section 251(d), the Certificate of Incorporation of the Subsidiary shall be automatically amended to reflect this change of name; and further

RESOLVED, that the above resolutions (the "Merger Resolutions") be submitted to the Sole Stockholder and in the event that the Sole Stockholder approves and votes in favor of the Merger Resolutions that the Merger shall be deemed approved; and further


RESOLVED, that upon approval of the Merger Resolutions by the Sole Stockholder, the appropriate officers of the Company are hereby authorized and directed to make, execute, and acknowledge a Certificate of Ownership and Merger, and to file the same in the office of the Secretary of State of the State of Delaware; and further

RESOLVED, that the Board of Directors of the Company and the appropriate officers of the Company be and hereby are authorized and directed to execute and deliver any and all documents and agreements and to take any and all actions as they, or any of them, in their sole discretion, deem to be necessary, desirable, or appropriate in effectuating and carrying out the foregoing resolutions and the transactions contemplated thereby.

FOURTH: That this Merger and the above Merger Resolutions have been approved by the Sole Stockholder in accordance with the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by an authorized officer this 1st day of December, 2004.

PROPEX FABRICS INC.

By: 
Name: HUNTER NELSON
Title: PRESIDENT

**CERTIFICATE OF INCORPORATION
OF
AMOCO FABRICS AND FIBERS COMPANY**

**ARTICLE I
NAME**

The name of the corporation is Propex Fabrics Inc.

**ARTICLE II
REGISTERED OFFICE**

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares of stock that the Corporation shall have authority to issue is 100 shares of common stock, par value of \$100.00 per share.

**ARTICLE V
BYLAWS**

In furtherance and not in limitation of the powers confirmed by the laws of the State of Delaware, the board of directors is expressly authorized and empowered to adopt, amend, and repeal the bylaws of the corporation, subject to the power of the stockholders of the corporation to adopt, amend, or repeal any bylaw made by the board of directors.

**ARTICLE VI
NO ELECTION BY BALLOT**

Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

**ARTICLE VII
LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION**

No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same now exists or may hereafter be amended. No amendment, modification, or repeal of the foregoing sentence shall adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission prior to such amendment, modification, or repeal.

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director of the corporation or, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, the corporation shall be required to indemnify an Indemnitee in connection with a proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such proceeding (or part thereof) by the Indemnitee was authorized by the board of directors of the corporation.