

12-15-2005



12/12/05

103137703

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

SIND Holdings, Inc.
6025 Lee Highway, Suite 303
Chattanooga, Tennessee 37421

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 14, 2005

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Shaw Industries Group, Inc.

Internal Address: _____

Address: _____

Street Address: 616 East Walnut Ave., P.O. Drawer 2128

City: Dalton

State: GA

Country: USA

Zip: 30722-2128

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Georgia
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

78/366,555

B. Trademark Registration No.(s)

2,518,280

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

ECOLOGIX
PATTERN LOK

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

Name: Lisa A. Iverson

Internal Address: Neal & McDevitt, LLC

Street Address: 1776 Ash Street

City: Northfield

State: IL Zip: 60093

Phone Number: _____

Fax Number: _____

Email Address: _____

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

12/9/05
Date

Lisa A. Iverson

Name of Person Signing

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

13

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

12/13/2005 ECI/OPR 00000080 78366555

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 052870585
CONTROL NUMBER : J416121
EFFECTIVE DATE : 10/15/2005
REFERENCE : 0045
PRINT DATE : 10/14/2005
FORM NUMBER : 411

SHANNAN KRIPPNER
POWELL GOLDSTEIN LLP
1201 W. PEACHTREE ST., 14TH FLOOR
ATLANTA GA 30309

CERTIFICATE OF MERGER

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:

SHAW INDUSTRIES GROUP, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

SIND HOLDINGS, INC., A DELAWARE CORPORATION



Cathy Cox

CATHY COX
SECRETARY OF STATE

SP611 (01-00)

TRADEMARK
REEL: 003273 FRAME: 0165

ARTICLES OF MERGER

of

SIND HOLDINGS, INC.
(a Delaware corporation)

WITH AND INTO

SHAW INDUSTRIES GROUP, INC.
(a Georgia corporation)

Shaw Industries Group, Inc., as the surviving corporation, hereby certifies that:

I.

The name and state of incorporation of each of the constituent entities are:

- (a) Shaw Industries Group, Inc., a Georgia corporation ("Shaw"); and
- (b) SIND Holdings, Inc., a Delaware corporation ("SIND Holdings").

II.

Under the plan of merger, Shaw shall be the surviving corporation (the "Surviving Corporation") of the merger and will be governed by the laws of the State of Georgia. The name of the Surviving Corporation of the merger shall be Shaw Industries Group, Inc.

III.

The Articles of Incorporation of Shaw shall be the Articles of Incorporation of the Surviving Corporation.

IV.

The executed plan of merger is on file at the principal place of business of the Surviving Corporation, located at 616 East Walnut Avenue, Dalton, Georgia 30720.

V.

A copy of the plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of SIND Holdings or Shaw.

VI.

The plan of merger has been duly approved and adopted by the shareholders of SIND Holdings in accordance with the applicable provisions of the General Corporation Law of the

State of Delaware. The approval of the shareholders of Shaw was not required pursuant to the provisions of Section 14-2-1104 of the Georgia Business Corporation Code.

VII.

A request for publication of a notice of filing Articles of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

VIII.

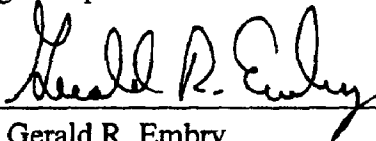
The merger shall be effective as of 12:01 a.m. on October 15, 2005.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by the duly authorized officer of Shaw Industries Group, Inc. on this 14th day of October, 2005.

SHAW INDUSTRIES GROUP, INC.

a Georgia corporation

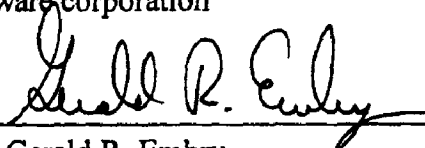
By: _____

Gerald R. Embry
Vice President, Administration, Controller
and Secretary

IN WITNESS WHEREOF, these Articles of Merger have been executed by the duly authorized officer of SIND Holdings, Inc. on this 14th day of October, 2005.

SIND HOLDINGS, INC.
a Delaware corporation

By: _____


Gerald R. Embry
President

RECEIVED
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DEPT OF STATE

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:

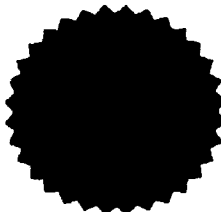
"SIND HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SHAW INDUSTRIES GROUP, INC." UNDER THE NAME OF "SHAW INDUSTRIES GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF OCTOBER, A.D. 2005, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTEENTH DAY OF OCTOBER, A.D. 2005, AT 12:01 O'CLOCK A.M.

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

4045422 8100M

050841461



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4227157

DATE: 10-14-05

TRADEMARK
REEL: 003273 FRAME: 0170

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:05 PM 10/14/2005
 FILED 01:44 PM 10/14/2005
 SRV 050841461 - 3115124 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SIND HOLDINGS, INC.

(a Delaware corporation)

WITH AND INTO

SHAW INDUSTRIES GROUP, INC.

(a Georgia corporation)

Shaw Industries Group, Inc., a Georgia corporation, and SIND Holdings, Inc., a Delaware corporation, for the purpose of merging pursuant to Section 253 of the General Corporation Law of the State of Delaware, hereby certify that:

1. The constituent corporations participating in the merger herein certified are:
 - (i) Shaw Industries Group, Inc., a Georgia corporation; and
 - (ii) SIND Holdings, Inc., a Delaware corporation.
2. Shaw Industries Group, Inc. is the holder of one hundred percent (100%) of the issued and outstanding shares of capital stock of SIND Holdings, Inc.
3. The merger of SIND Holdings, Inc. with and into Shaw Industries Group, Inc. has been approved by the Sole Director and sole stockholder of SIND Holdings, Inc.
4. The following is the resolution of the Board of Directors of Shaw Industries Group, Inc. to merge with SIND Holdings, Inc., which resolution was adopted on October 14, 2005:

"RESOLVED, that the Board of Directors of Shaw Industries Group, Inc. hereby approves the merger of SIND Holdings, Inc., a wholly-owned subsidiary of Shaw Industries Group, Inc., with and into Shaw Industries Group, Inc., whereby Shaw Industries Group, Inc. will be the surviving corporation of the merger."
5. The surviving corporation in the merger herein certified is Shaw Industries Group, Inc. (the "Surviving Corporation").
6. The Articles of Incorporation of Shaw Industries Group, Inc. shall continue to be the governing document of the Surviving Corporation.

C:\temp\notes\FFP692\Certificate of Merger Section 253 Delaware into Georgia Corporation_v3.DOC

OCT-14-2005 13:31

CT CORPORATION

4048886498 P. 03/05

7. The merger shall be effective as of 12:01 a.m. on October 15, 2005.
8. The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporate Law of the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, a copy of such process shall be mailed by the Secretary of State of the State of Delaware to:

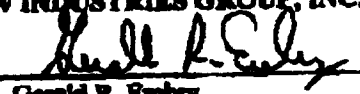
Shaw Industries Group, Inc.
Attn: Chief Counsel
616 East Walnut Avenue
Dalton, Georgia 30720

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the 14th day of October, 2005.

SHAW INDUSTRIES GROUP, INC.

By: _____



Gerald R. Embry
Vice President, Administration,
Controller and Secretary

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the 14th day of October, 2005.

SIND HOLDINGS, INC.

By: Gerald R. Embry
Gerald R. Embry
President