

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	FieldTurf Tarkett Inc.		12/29/2008
			Entity Type
			CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Tarkett, Inc.		
Street Address:	1001 Yamaska East		
City:	Farnham		
State/Country:	CANADA		
Postal Code:	J2N 1J7		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3232731	FIELDTURF
CORRESPONDENCE DATA			
Fax Number:	3122261919		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	312-226-1818		
Email:	jmiller@factoriplg.com		
Correspondent Name:	FACTOR INTELLECTUAL PROPERTY LAW GROUP,		
Address Line 1:	1327 W. Washington Blvd.		
Address Line 2:	Suite 5G/H		
Address Line 4:	Chicago, ILLINOIS 60607		
ATTORNEY DOCKET NUMBER:	FIE-051277		
DOMESTIC REPRESENTATIVE			

OP \$40.00 3232731

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Patrick J. Smith

Signature:

/Patrick J. Smith/

Date:

03/28/2013

Total Attachments: 16

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Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

TARKETT INC.

450461-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

January 1, 2009 / le 1 janvier 2009

Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA)

Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 - Name of the Amalgamated Corporation TARKETT INC.

Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address) QUEBEC

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

3 - The classes and any maximum number of shares that the corporation is authorized to issue SEE SCHEDULE A attached hereto

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers SEE SCHEDULE B attached hereto

Restrictions sur le transfert des actions, s'il y a lieu

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: 1 Maximum: 10

Minimal: Maximal:

6 - Restrictions, if any, on business the corporation may carry on NONE

Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any SEE SCHEDULE C attached hereto

Autres dispositions, s'il y a lieu

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183

184(1)

184(2)

9 - Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Table with 3 columns: Name of the amalgamating corporations, Corporation No., and Signature. Rows include TARKETT INC., FIELDTURF TARKETT INC., and TARKETT NS INC.

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).





Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act* (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-D49. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**


By Facsimile:
613-941-0999

1	Corporation name
TARKETT INC.	

2	Address of registered office (must be a street address, a P.O. Box is not acceptable)	
1001 YAMASKA EAST		
<small>MEMBER AND STREET NAME</small>		
FARNHAM	QUEBEC	J2N 1J7
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

3	Mailing address (if different from the registered office)	
<small>SAME AS ABOVE</small> <input checked="" type="checkbox"/>		
SOUHA AZAR		
<small>ATTENTION OF</small>		
<small>MEMBER AND STREET NAME</small>		
CITY	PROVINCE/TERRITORY	POSTAL CODE

4	Members of the board of directors		
<small>FIRST NAME</small>	<small>LAST NAME</small>	<small>RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)</small>	<small>CANADIAN RESIDENT (Yes/No)</small>
MICHEL	GIANNUZZI	10 Avenue des Erables 94100 St Maur des Fosses France	NO
FABRICE	BARTHELEMY	22, rue Magenta F – 78000 Versailles France	NO
LOUIS J.	BUTTITTA	1821 Hawksledge Court Hinkley, OH 44233 USA	NO
SOUHA	AZAR	6300 Northcrest Place #9A Montréal (Québec) H3S 2W3	YES

5	Declaration
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.	
	
<small>SIGNATURE</small>	<small>TELEPHONE NUMBER</small>
SOUHA AZAR	(514) 261 9137
<small>PRINT NAME</small>	<small>TELEPHONE NUMBER</small>
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).	

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SCHEDULE A

pertaining to

SHARE CAPITAL

The share capital of the Corporation, as described in the Schedule "A" of the Articles of Amalgamation of the Corporation, is modified by:

- (i) the modification of certain rights, privileges, restrictions and conditions attached to the Common Shares; and
- (ii) the creation of the class "C" shares.

The unlimited share capital of the Corporation shall consist of four (4) classes of shares to which shall attach the following rights, some of which may be exercised according to the procedure which follows:

PART I - RIGHTS ATTACHING TO SHARES

A) COMMON SHARES: The number of Common Shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

- (1) **Dividends and shares in profits and remaining property.** Holders of Common Shares proportionally to the number of shares held by each, shall be entitled, subject to the rights and privileges attaching to other classes of shares, to:
 - (a) share in the property, profits and surplus assets of the Corporation, and, in this respect, to receive any dividend declared by the Corporation, the amount of which as well as the date, the time and the terms or manner of payment of which shall be left to the entire discretion of the Board of Directors; and
 - (b) receive the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation.
- (2) **Limitation.** In addition to the conditions set out in section 42 and in subsections 34(2) and 35(3) of the *Canada Business Corporations Act* ("CBCA") respectively, the Corporation may neither pay any dividend with respect to the Common Shares nor make any payment to purchase or otherwise acquire any of these shares by mutual agreement if, as a

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consequence thereof, the realizable value of the net assets of the Corporation would be insufficient to redeem all the Class "A" Redeemable Preferred Shares, the Class "B" Preferred Shares and the Class "C" Preferred Shares.

- (3) **Voting Rights.** Holders of Common Shares shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each Common Share shall confer unto each holder thereof one (1) vote.
- (4) **Right to exchange shares.** Each holder of Common Shares, at any time and in his or her discretion, with respect to all or part of his or her shares, and upon written notice, shall be entitled to exchange his or her Common Shares for Class "C" shares according to the procedure outlined in section (A) of Part II below.

(a) Terms of exchange

The exchange shall take place in accordance with the following: the rate of exchange shall be one (1) class "C" share for each Common Share which shall be exchanged; in accordance with the provisions of the CBCA, the Common Shares so exchanged shall be automatically cancelled and shall automatically become Class "C" shares at the date of their exchange and the Corporation shall amend accordingly the stated capital accounts maintained for the Common Shares and for the Class "C" shares.

(b) Determination of the fair market value of the exchanged shares

At the time of the exchange of the Common Shares for Class "C" shares, the Corporation and each holder of Common Shares exchanging his or her shares, by way of a method deemed to be fair and reasonable, shall determine jointly and in good faith, the fair market value of the Common Shares.

B) CLASS "A" REDEEMABLE PREFERRED SHARES: The number of class "A" Redeemable Preferred Shares shall be unlimited and the consideration, added to the stated capital account maintained for these Shares, shall also be unlimited. The following rights, privileges, restrictions and conditions shall attach thereto:

- (1) **Redemption.** Subject to the requirements of the CBCA, the Corporation shall, as of 5:00 p.m. (Montreal time) on the first business day following the amalgamation between 4158148 Canada Inc. and Domco

Tarkett Inc. and at the instance, and in the discretion, of the Corporation from time to time thereafter (the "Time of Redemption"), redeem the Class "A" Redeemable Preferred Shares in accordance with the following provisions of this section. Except as hereinafter provided or as otherwise determined by the Corporation, no notice of redemption or other act or formality on the part of the Corporation shall be required to call the Class "A" Redeemable Preferred Shares for redemption.

Class "A" Redeemable Preferred Shares, other than those redeemed as of 5:00 p.m. (Montreal time) on the first business day following the amalgamation between 4158148 Canada Inc. and Domco Tarkett Inc. may be redeemed at any time and from time to time by one or more resolutions (a "Redemption Resolution") of the board of directors of the Corporation, whether made before or after the issuance or creation of the Class "A" Redeemable Preferred Shares to be redeemed, stating that the Class "A" Redeemable Preferred Shares set out in the Redemption Resolution shall be redeemed, and shall be deemed to have been redeemed for the Redemption Amount (as defined below) in the manner and at the time specified herein and in the Redemption Resolution.

At or before the Time of Redemption, the Corporation shall deliver or cause to be delivered to National Bank Trust Inc. (the "Depositary") at its principal office in the City of Montreal, \$7.75 (the "Redemption Amount") in respect of each Class "A" Redeemable Preferred Share to be redeemed. Delivery of the aggregate Redemption Amount in such a manner, shall be a full and complete discharge of the Corporation's obligation to deliver the aggregate Redemption Amount to the holders of Class "A" Redeemable Preferred Shares.

From and after the Time of Redemption, (i) the Depositary shall pay and deliver or cause to be paid and delivered to the order of the respective holders of the Class "A" Redeemable Preferred Shares, by way of cheque, on presentation and surrender at the principal office of the Depositary in the City of Montreal of the certificate representing the common shares of the Corporation's predecessor, Domco Tarkett Inc., which were converted into Class "A" Redeemable Preferred Shares upon the amalgamation or such other documents as the Depositary may, in its discretion, consider acceptable, the total Redemption Amount payable and deliverable to such holders, respectively, and (ii) the holders of Class "A" Redeemable Preferred Shares shall not be entitled to exercise any of the rights of shareholders in respect thereof except to receive the Redemption Amount therefor, provided that if satisfaction of the Redemption Amount for any Class "A" Redeemable Preferred Share is not duly made by or on behalf of the Corporation in accordance with the provisions hereof, then the rights of such holders shall remain unaffected. Under no circumstances will interest on the Redemption Amount be paid by the Corporation

whether as a result of any delay in paying the Redemption Amount or otherwise.

From the Time of Redemption, each Class "A" Redeemable Preferred Share in respect of which deposit of the Redemption Amount is made shall be deemed to be redeemed and cancelled, the Corporation shall be fully and completely discharged from its obligations with respect to the payment of the Redemption Amount to such holders of Class "A" Redeemable Preferred Shares, and the rights of such holders shall be limited to receiving the Redemption Amount payable to them on presentation and surrender of the said certificates held by them or other documents respectively as specified above. Subject to the requirements of applicable law with respect to unclaimed property, if the Redemption Amount has not been fully satisfied in accordance with the provisions hereof within ten years of the Time of Redemption, the Redemption Amount shall be forfeited to the Corporation.

(2) **Priority.** The Common Shares shall rank junior to the Class "A" Redeemable Preferred Shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Class "A" Redeemable Preferred Shares.

(3) **Dividends.** The holders of the Class "A" Redeemable Preferred Shares shall not be entitled to receive any dividends thereon.

(4) **Voting Rights.** Except as otherwise provided in the CBCA, as amended, the holders of the Class "A" Redeemable Preferred Shares shall not be entitled to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

(5) **Liquidation, Dissolution or Winding-Up.** In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to the extinguishment of the rights of holders of Class "A" Redeemable Preferred Shares upon satisfaction of the Redemption Amount in respect of each Class "A" Redeemable Preferred Share, the holders of Class "A" Redeemable Preferred Shares shall be entitled to receive and the Corporation shall pay to such holders, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of common shares or any other class of shares ranking after the Class "A" Redeemable Preferred Shares as to such entitlement, an amount equal to the Redemption Amount for each Class "A" Redeemable Preferred Share held by them respectively and no more. After payment to the holders of the Class "A" Redeemable Preferred Shares of the amounts so payable to

them as hereinbefore provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

C) CLASS "B" PREFERRED SHARES: The Corporation is authorized to issue an unlimited number of Class "B" preferred shares (hereinafter called the "Preferred Shares"). The following rights, privileges, restrictions and conditions shall attach thereto:

(1) **Directors' Authority to Issue in One or More Series.** The Board of Directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the Board of Directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in these Articles, the designation, rights, privileges, conditions and restrictions to be attached to the shares of such series including, without limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of preferential dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date and place of payment thereof, and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption, if any, the rights of retraction, if any, and the prices and other terms and conditions of any rights of retraction and whether any additional rights of retraction may be provided to such holders in the future, the consideration and the terms and conditions of any purchase for cancellation, if any, and the terms and conditions of any share purchase plan or sinking fund with respect thereto, the conversion price and the terms and conditions of conversion, if any. Before the issue of the first shares of a series, the Board of Directors of the Corporation shall send to the director under the CBCA, Articles of Amendment containing a description of such series including the designation, rights, privileges, conditions and restrictions determined by the Board of Directors of the Corporation.

(2) **Ranking of Preferred Shares.** The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in the payment of dividends, return of capital and in the distribution of assets of the Corporation in the event of the liquidation or dissolution of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary. The Preferred Shares shall be entitled to priority over the Common Shares of the Corporation, with respect to priority in the payment of dividends, return of capital and the distribution of assets in the event of the liquidation or dissolution of the Corporation, or any other distribution of the assets of the

Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary. If any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all series of Preferred Shares participate rateably in respect of accumulated dividends and return of capital.

(3) **Purchase for Cancellation.** Subject to the provisions of the CBCA and the provisions attached to any particular series of Preferred Shares, Preferred Shares of any series, if so provided in the rights, privileges, conditions and restrictions attached to such series, may be purchased for cancellation or made subject to redemption at the option of the Corporation or the holder thereof, at such time and at such prices and upon such other terms and conditions as may be specified in the rights, privileges, conditions and restrictions attaching to the Preferred Shares of such series.

(4) **Voting Rights.** Unless the Articles of the Corporation otherwise provide with respect to the creation and issue of a particular series of Preferred Shares, the holders of Preferred Shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting; provided that at any meeting of shareholders at which, notwithstanding the foregoing, the holders of Preferred Shares are required or entitled by law to vote separately as a class, each holder of Preferred Shares of any series thereof shall be entitled to cast, in respect of each such Preferred Share held, that number of votes which is equal to the quotient obtained by dividing the stated capital account maintained for all the outstanding Preferred Shares of such series by the number of such outstanding Preferred Shares; provided that in respect of any such consideration denominated in a currency other than Canadian, the Board of Directors of the Corporation shall, for the purpose of this section 4, determine the appropriate conversion rate of such currency to Canadian currency in effect on the date of issue and, based on such rate, the Canadian dollar equivalent of such consideration; and provided further that when such quotient is a fraction or a whole number plus a fraction there shall be no right to vote in respect of such fraction.

Any meeting of shareholders at which the holders of the Preferred Shares are required or entitled by law to vote separately as a class or a series shall, unless the Articles of the Corporation otherwise provide, be called and conducted in accordance with the by-laws of the Corporation; provided that no amendment to or repeal of the provisions of such by-laws made after the date of the first issue of any of the Preferred Shares by the Corporation shall be applicable to the calling and conduct of meetings of holders of the Preferred Shares voting separately as a class or as a series unless such amendment or repeal has been theretofore approved by ordinary resolution

adopted by the holders of the Preferred Shares voting separately as a class.

D) CLASS "C" PREFERRED SHARES: The Corporation is authorized to issue an unlimited number of Class "C" preferred shares (hereinafter called the "Class "C" shares"). The following rights, privileges, restrictions and conditions shall attach thereto:

(1) **Dividends and share in profits and remaining property.** Holders of Class "C" shares shall not be entitled to share in the property, profits and surplus assets of the Corporation and, in this respect, shall not be entitled to receive:

(a) any dividend declared by the Corporation; or

(b) the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation.

(2) **Repayment.** If for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each holder of Class "C" shares shall be entitled, prior to the holders of Common Shares and of Class "B" Preferred shares, to repayment of the amount added, in respect of these shares, to the stated capital account maintained for the Class "C" shares.

(3) **Voting Rights.** The holders of Class "C" shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting; provided that at any meeting of shareholders at which, notwithstanding the foregoing, the holders of Class "C" shares are required or entitled by law to vote separately as a class, each holder of Class "C" shares shall be entitled to cast, in respect of each such Class "C" share held, that number of votes which is equal to the quotient obtained by dividing the stated capital account maintained for all the outstanding Class "C" shares by the number of such outstanding Class "C" shares; provided that in respect of any such consideration denominated in a currency other than Canadian, the Board of Directors of the Corporation shall, for the purpose of this section 3, determine the appropriate conversion rate of such currency to Canadian currency in effect on the date of issue and, based on such rate, the Canadian dollar equivalent of such consideration; and provided further that when such quotient is a fraction or a whole number plus a fraction there shall be no right to vote in respect of such fraction.

Any meeting of shareholders at which the holders of the Class "C" shares are required or entitled by law to vote separately as a class shall, unless the

Articles of the Corporation otherwise provide, be called and conducted in accordance with the by-laws of the Corporation; provided that no amendment to or repeal of the provisions of such by-laws made after the date of the first issue of any of the Class "C" shares by the Corporation shall be applicable to the calling and conduct of meetings of holders of the Class "C" shares voting separately as a class unless such amendment or repeal has been theretofore approved by ordinary resolution adopted by the holders of the the Class "C" shares voting separately as a class.

(4) **Redemption.** Subject to the provisions of subsection 36(2) of the *Canada Business Corporations Act*, each holder of Class "C" shares, at any time and in his or her discretion, shall be entitled, upon written notice, to require the Corporation to redeem, all or part of his or her shares, at a price equal to the amount added, in respect of these shares, to the stated capital account maintained for the Class "C" shares. The Redemption shall follow the procedure outlined in section (B) of Part II below.

PART II - EXERCISE OF CERTAIN RIGHTS

(A) RIGHT TO EXCHANGE SHARES

(1) Exchange procedure. Each holder of Common Shares who wishes to avail himself or herself of his or her right to exchange his or her shares shall deliver to the registered office of the Corporation or to the office of its transfer agent a notice in writing indicating the number of Common Shares which he or she wishes to exchange as well as the date at which such exchange shall take place. This notice shall be sent along with the certificate or certificates representing the Common Shares which are to be exchanged and shall bear the signature of the person registered in the Corporate Records Book as being the holder of these Common Shares or the signature of his or her duly authorized representative. Upon receipt of this notice and of the certificate or certificates representing the Common Shares which are to be exchanged, the Corporation shall draw up a certificate for the Class "C" shares which it is issuing as consideration for the exchange.

(2) Partial exchange. If only part of the shares of the holder of Common Shares is being exchanged, the Corporation shall, without charge, issue to him or her a new certificate representing his or her Common Shares which have not been exchanged.

(3) Amendment of the stated capital account. In accordance with the provisions of the *Canada Business Corporations Act*, the Common Shares so exchanged shall be automatically cancelled and shall automatically become Class "C" shares at the date of their exchange and the Corporation

shall amend accordingly the stated capital accounts maintained for the Common Shares and for the Class "C" shares.

(B) HOLDER'S RIGHT TO REQUIRE REDEMPTION OF SHARES

(1) Redemption procedure. Each holder of Class "C" shares who wishes to avail himself or herself of his or her right to require the redemption of Class "C" shares shall deliver to the registered office of the Corporation or to the office of its transfer agent a notice in writing indicating the number of Class "C" shares which are to be redeemed by the Corporation as well as the date at which he or she wishes the redemption to take place. This notice shall be sent along with the certificate or certificates representing the Class "C" shares which are being retracted by the shareholder and which are to be redeemed by the Corporation and shall bear the signature of the person registered in the Corporate Records Book as being the holder of these Class "C" shares or the signature of his or her duly authorized representative. Upon receipt of this notice and of the certificate or certificates representing the Class "C" shares which are being retracted by the shareholder and which are to be redeemed by the Corporation, and without regard to the other classes of shares, the Corporation shall proceed to redeem the Class "C" shares and shall have thirty (30) days from the date of retraction to pay to the shareholder of the Class "C" shares, or, in the event of a retraction of all of the shares, to the former shareholder of the Class "C" shares, the redemption price of his or her shares.

(2) Payment beyond the deadline. If the provisions of subsection 36(2) of the *Canada Business Corporations Act* prevent it from paying the full redemption price to a shareholder or to a former shareholder within the time frame specified above, the Corporation shall pay a first installment of the retraction price within the thirty (30) day time limit, provided that it may legally do so, and it shall pay any unpaid balance as soon as it shall be legally able to do so.

(3) Partial redemption. If only part of the shareholder's issued and outstanding Class "C" shares is being retracted and redeemed, the Corporation shall, without charge, issue to the shareholder in question a new certificate representing his or her shares of this Class which have not been retracted and redeemed.

(4) Amendment of the stated capital account. In accordance with the provisions of the *Canada Business Corporations Act*, the Class "C" shares so retracted by the shareholder and redeemed by the Corporation shall be automatically cancelled at the date of their retraction and redemption and the Corporation shall reduce accordingly the stated capital account maintained for the shares of the appropriate Class.

SCHEDULE B**RESTRICTIONS ON TRANSFER OF SHARES**

Effective immediately upon Amalco ceasing to be a "distributing corporation" under the CBCA, no shares of the share capital of the Corporation shall be transferred without (i) the approval of the directors evidenced by a resolution of the board or (ii) with the consent of shareholders of the Corporation, to be expressed either by a resolution passed at the meeting of shareholders or by an instrument or instruments in writing signed by all the shareholders, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the books of the Corporation in which event, unless the said resolution stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its entry upon the books of the Corporation.

SCHEDULE C

Pertaining to

OTHER PROVISIONS**1. BORROWING POWERS**

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the directors by section 189 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44 ("CBCA"), the directors, if they see fit, and without having to obtain the authorization of the shareholders, may:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person, subject to it being established that the Corporation is or will be able to pay its liabilities as they become due and that the realizable value of its assets will not be less than the aggregate of its liabilities and of its stated capital;
- d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality or property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation; and
- e) delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.

2. APPOINTMENT OF NEW DIRECTORS DURING A TERM IN OFFICE

Subject to section 111 of the CBCA, the directors, in order to increase the number of directors within the limits prescribed by the articles, may appoint one (1) or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, to the extent that the total number of directors so appointed shall not exceed one third (1/3) of the number of directors elected at the previous annual meeting of the shareholders.

3. PARTICIPATION IN MEETINGS BY WAY OF TECHNICAL MEANS

One (1), several or all of the shareholders may participate in a meeting of the shareholders by way of technical means, such as a telephone, enabling them to communicate with the other shareholders or persons participating in the meeting. In such cases, these shareholders shall be deemed to have attended the meeting and this meeting shall be deemed to have been held in the Province of Quebec. The shareholders attending a meeting held using such technical means may decide on any matter which may be considered by a meeting of the shareholders. A shareholder who participates in a meeting of the shareholders by way of technical means may not be represented by proxy.

4. UNANIMOUS SHAREHOLDER AGREEMENT

Where, pursuant to the articles, a power, which is to be exercised by the Board of Directors, has been withdrawn from the authority of the directors in order to be assumed by the shareholders pursuant to a unanimous shareholder agreement according to section 146 of the CBCA, any reference, in the articles, to the exercise of such power by the Board of Directors or by one (1) or more directors shall be read as a reference to an exercise of this power by the meeting of the shareholders pursuant to the unanimous shareholder agreement.

5. CLOSED COMPANY

Effective immediately upon the Corporation ceasing to be a "reporting issuer" under the *Securities Act* (Québec):

(1) The number of shareholders of the Corporation shall be limited to 50, not including shareholders who are or were employees of the Corporation or of a subsidiary, two or more persons holding one or more shares jointly being counted as a single shareholder;


(2) any distribution of securities to the public is prohibited.

IN THE MATTER OF SUBSECTION
184(1) OF THE *CANADA BUSINESS
CORPORATIONS ACT* AND THE
AMALGAMATION OF TARKETT INC
AND FIELDTURF TARKETT INC AND
TARKETT N.S. INC TO CONTINUE AS
TARKETT INC.

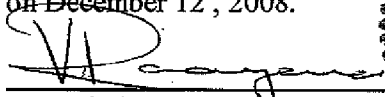
STATUTORY DECLARATION

I, Souha Azar, residing at 6300 NorthCrest , Montréal, Québec do solemnly declare that:

1. I am an authorized officer of TARKETT N.S. INC (the "Corporation"), one of the amalgamating corporations, and as such, have personal knowledge of the matters herein declared;
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration;
3. I have satisfied myself that:
 - 3.1 there are reasonable grounds for believing that:
 - 3.1.1 the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due, and
 - 3.1.2 the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - 3.2 there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.



SOUHA AZAR
DECLARED BEFORE ME
at the City of Montréal (Québec)
on December 12, 2008.



Commissioner for Oaths
Montréal

