

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM384678

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Floor and Decor Outlets of America, Inc.		12/21/2010	Corporation: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Floor and Decor Outlets of America, Inc.		
<b>Street Address:</b>	2233 Lake Park Drive		
<b>Internal Address:</b>	Suite 400		
<b>City:</b>	Smyrna		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30080		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3110827	FLOOR & DECOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	404-370-9800		
<b>Email:</b>	psowens@bellsouth.net		
<b>Correspondent Name:</b>	Paul S. Owens		
<b>Address Line 1:</b>	P.O. Box 15310		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30333		
<b>NAME OF SUBMITTER:</b>	Paul S. Owens		
<b>SIGNATURE:</b>	/paul s. owens/		
<b>DATE SIGNED:</b>	05/17/2016		
<b>Total Attachments: 4</b>			
source=Certificate of Conversion--GA to DE Corp#page1.tif			
source=Certificate of Conversion--GA to DE Corp#page2.tif			
source=Certificate of Conversion--GA to DE Corp#page3.tif			
source=Certificate of Conversion--GA to DE Corp#page4.tif			

OP \$40.00 3110827

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CORPORATION UNDER THE NAME OF "FLOOR AND DECOR OUTLETS OF AMERICA, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 8:23 O'CLOCK A.M.

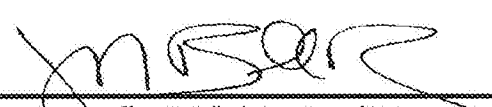
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4913101 8100V

101213843

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8443115

DATE: 12-21-10

TRADEMARK  
REEL: 005795 FRAME: 0583

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "FLOOR AND DECOR OUTLETS OF AMERICA, INC." FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 8:23 O'CLOCK A.M.


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

4913101 8100V

101213843

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8443115

DATE: 12-21-10

TRADEMARK  
REEL: 005795 FRAME: 0584


STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

Pursuant to Section 265 of the Delaware General Corporation Law, Floor and Decor Outlets of America, Inc., a Georgia corporation (the "*Non-Delaware Corporation*"), adopts this Certificate of Conversion (this "*Certificate*"), whereby such Non-Delaware Corporation will be converted into a Delaware corporation to be known as "Floor and Decor Outlets of America, Inc." (the "*Delaware Corporation*"):

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Georgia.
- 2.) The jurisdiction of the Non-Delaware Corporation immediately prior to filing this Certificate is Georgia.
- 3.) The date the Non-Delaware Corporation first formed is November 27, 2002.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Floor and Decor Outlets of America, Inc.
- 5.) The name of the Delaware Corporation as set forth in its Certificate of Incorporation is Floor and Decor Outlets of America, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 21 day of December, 2010.

**FLOOR AND DECOR OUTLETS OF  
AMERICA, INC.**

By:   
Name: Michael Salter  
Title: Senior Vice President, Chief  
Financial Officer and Treasurer

[Certificate of Conversion – Delaware]