

10-11-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Curran Tile Services, Inc.

10-7-02

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 06/25/99

2. Name and address of receiving party(ies)

Name: Crossville Tile Company

Internal

Address:

Street Address: 7502 South Main Street

City: Crystal Lake State: IL Zip:

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

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/662,108

B. Trademark Registration No.(s) 2,518,033

2,424,001

Additional number(s) attached Yes No

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

Name: Douglas W. Kenyon

Internal Address: Hunton & Williams

Street Address: Post Office Box 109

City: Raleigh State: NC Zip: 27602

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-3436

FINANCE SECTION
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DO NOT USE THIS SPACE

9. Signature.

Douglas W. Kenyon
Name of Person Signing

Douglas W. Kenyon
Signature

9/27/02
Date

Total number of pages including cover sheet, attachments, and document: 18

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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P.02

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CURRAN TILE SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "CROSSVILLE TILE COMPANY" UNDER THE NAME OF "CROSSVILLE TILE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1999, AT 5 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9838809

DATE: 06-30-99

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Curran Tile Services, Inc. & Crossville Tile Company, Inc.

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AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 25th day of June, 1999, pursuant to Section 251 of the General Corporation Law of Delaware, between Curran Tile Services, Inc., a Delaware corporation, and Crossville Tile Company, an Illinois corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the registered office of said Crossville Tile company, in the State of Illinois, is located at 7502 South Main Street, in the City of Crystal Lake, County of McHenry, and the name of its registered agent at such address Timothy J. Curran; and the registered office of Curran Tile Services, Inc., in the State of Delaware is located at the Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company;

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Crossville Tile Company hereby merges into itself Curran Tile Services, Inc., and said Curran Tile Services, Inc., shall be and hereby is merged into Crossville Tile Company, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Crossville Tile Company, which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for

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in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into one (1) share of common stock of the surviving corporation.

(b) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation, as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares canceled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

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(a) The bylaws of the surviving corporation, as they shall exist on the effective date of this merger, shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended, or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of the State of Delaware. However, for all accounting purposes, the effective date of this merger shall be as of the close of business on June 27, 1999.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver, or to cause to be executed and delivered, all such deeds and instruments and to take, or to cause to be taken, such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged

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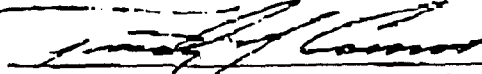
corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, have caused these presents to be executed by Executive Vice-President of each party hereto as the respective act, deed, and agreement of each of said corporations, on this 25th day of June, 1999.

CURRAN TILE SERVICES, INC.

By: 
Timothy J. Curran, Executive Vice-President

CROSSVILLE TILE COMPANY

By: 
Timothy J. Curran, Executive Vice-President

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I, Catherine C. Curran, Secretary of Curran Tile Services, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate of Merger is attached, after having been first duly signed on behalf of the said corporation, and having been signed on behalf of Crossville Tile Company, a corporation of the State of Illinois, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware by the unanimous written consent of the stockholders holding 1,000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the acted of the stockholders of said Crossville Tile Company, and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 25th day of June, 1999.

Catherine C. Curran
 Catherine C. Curran, Secretary
 Curran Tile Management, Inc.

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I, Catherine C. Curran, Secretary of Crossville Tile Company, a corporation organized and existing under the laws of the State of Illinois, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate of Merger is attached, after having been first duly signed on behalf of the said corporation, and having been signed on behalf of Curran Tile Services, Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware by the unanimous written consent of the stockholders holding 1,000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Crossville Tile Company, and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 25th day of June, 1999.

Catherine C. Curran
Catherine C. Curran, Secretary
Crossville Tile Company