



THE UNITED STATES
CORPORATION
COMPANY

F9700003004

ACCOUNT NO. : 072100000032

REFERENCE : 616515 5043069

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizzuti

ORDER DATE : December 1, 1997

ORDER TIME : 1:53 PM

ORDER NO. : 616515-005

CUSTOMER NO: 5043069

CUSTOMER: John L. Miller, Esq
Shaw Industries, Inc.
616 E. Walnut Ave.

Dalton, GA 30720

RECEIVED

97 DEC 10 PM 3:31

DIVISION OF CORPORATION

FILED
97 DEC 10 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002368800--5

ARTICLES OF MERGER

DOSTER'S FLOOR COVERING, INC.

INTO

SHAW CONTRACT FLOORING
SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Handwritten signatures and initials

F97000003004

ARTICLES OF MERGER
Merger Sheet

MERGING:

DOSTER'S FLOOR COVERING, INC., a Florida corporation, document number
413430

into

SHAW CONTRACT FLOORING SERVICES, INC., a Georgia corporation
F97000003004

File date: December 10, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1997

CSC
CHRISTOPHER SMITH
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: SHAW CONTRACT FLOORING SERVICES, INC.
Ref. Number: F97000003004

We have received your document for SHAW CONTRACT FLOORING SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

INCLUDE
PLEASE ~~INCLUDE~~ A STATEMENT IN THE ARTICLES OF MERGER CONCERNING ADOPTION OR APPROVAL OF THE MERGER BY THE "SHAREHOLDERS" OF THE FLORIDA, NON-SURVIVING CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 697A00058347

RECEIVED
97 DEC 11 PM 3:41
DIVISION OF CORPORATION

ARTICLES OF MERGER

OF

DOSTER'S FLOOR COVERING, INC.

AND

SHAW CONTRACT FLOORING SERVICES, INC.

To the Department of State
State of Florida

FILED
97 DEC 10 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The following is the Plan of Merger for merging Doster's Floor Covering, Inc. with and into Shaw Contract Flooring Services, Inc.

2. The shareholders of Shaw Contract Flooring Services, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on October 30, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Doster's Floor Covering, Inc. with and into Shaw Contract Flooring Services, Inc. is permitted by the laws of the jurisdiction of organization of Shaw Contract Flooring Services, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Shaw Contract Flooring Services, Inc. and Doster's Floor Covering, Inc. was October 30, 1997.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 1:00 p.m. on December 8, 1997.

Executed on

Oct. 30, 1997.

Doster's Floor Covering, Inc.

By: Bennie M. Laughter

Name: Bennie M. Laughter

Capacity: Secretary

Shaw Contract Flooring Services, Inc.

By: Jay M. Houston

Name: Jay M. Houston

Capacity: President

PLAN OF MERGER adopted on October 30, 1997 by resolution of the Board of Directors of Doster's Floor Covering, Inc., a business corporation organized under the laws of the State of Florida, and adopted on October 30, 1997 by resolution of the Board of Directors of Shaw Contract Flooring Services, Inc., a business corporation organized under the laws of the State of Georgia. The names of the corporations planning to merge are Doster's Floor Covering, Inc., a business corporation organized under the laws of the State of Florida, and Shaw Contract Flooring Services, Inc., a business corporation organized under the laws of the State of Georgia. The name of the surviving corporation into which Doster's Floor Covering, Inc. plans to merge is Shaw Contract Flooring Services, Inc.

1. Doster's Floor Covering, Inc. and Shaw Contract Flooring Services, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Shaw Contract Flooring Services, Inc. be merged with and into a single corporation, to wit, Shaw Contract Flooring Services, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Doster's Floor Covering, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 100 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share

which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.