

F97000005610



ACCOUNT NO. : 072100000032

REFERENCE : 599273 5043069

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : November 12, 1997

ORDER TIME : 2:51 PM

ORDER NO. : 599273-025

CUSTOMER NO: 5043069

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

000002354870--4

Dalton, GA 30720

ARTICLES OF MERGER

REEDY CARPET & TILE FRANCHISE
SYSTEMS, INC.

INTO

SHAW CARPET SHOWPLACE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

EFFECTIVE DATE
NOV 28 1997

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

11/26
John
merger

RECEIVED
97 NOV 21 PM 3:35
97 NOV 21 PM 3:40
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

REEDY CARPET AND TILE FRANCHISE SYSTEM, INC., a Florida corporation,
P93000088812

into

SHAW CARPET SHOWPLACE, INC., a Georgia corporation F97000005610

File date: November 21, 1997 , effective November 28, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1997

CSC
CHRISTOPHER
TALLAHASSEE, FL

SUBJECT: SHAW CARPET SHOWPLACE, INC.
Ref. Number: F97000005610

We have received your document for SHAW CARPET SHOWPLACE, 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:

The date of adoption of each amendment must be included in the document.

The correct name of the merging corporation is as it appears on the attached computer printout --- please correct the name throughout the document.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 197A00056077



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1997

CSC
CHRISTOPHER
TALLAHASSEE, FL

SUBJECT: SHAW CARPET SHOWPLACE, INC.
Ref. Number: F97000005610

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

You failed to make the correction(s) requested in our previous letter.

The correct name of the merging corporation is as it appears on the attached computer printout --- please correct the name throughout the document.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

RECEIVED
97 NOV 25 AM 8:36
DIVISION OF CORPORATIONS

RESUBMIT

Please give original
submission date as file date.

RECEIVED
97 NOV 25 PM 12:09
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
REEDY CARPET AND TILE FRANCHISE SYSTEM, INC.
AND
SHAW CARPET SHOWPLACE, INC.

FILED

97 NOV 21 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

EFFECTIVE DATE
NOV 28 1997

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 Reedy Carpet and Tile Franchise System, Inc. with and into Shaw Carpet Showplace, Inc.

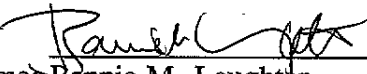
2. The shareholders of Reedy Carpet and Tile Franchise System, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on November 1, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Reedy Carpet and Tile Franchise System, Inc. with and into Shaw Carpet Showplace, Inc. is permitted by the laws of the jurisdiction of organization of Shaw Carpet Showplace, 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 Carpet Showplace, Inc. was November 1, 1997.


4. The effective time and date of the merger herein provided for in the State of Florida shall be 1 p.m. on November 28, 1997.

Executed on November 18, 1997.

Reedy Carpet and Tile Franchise
System, Inc.

By: 
Name: Bennie M. Laughter
Capacity: Secretary

Shaw Carpet Showplace, Inc.

By: 
Name: Vance D. Bell
Capacity: President

PLAN OF MERGER adopted on November 1, 1997 by resolution of the Board of Directors of Reedy Carpet and Tile Franchise System, Inc., a business corporation organized under the laws of the State of Florida, and adopted on November 1, 1997 by resolution of the Board of Directors of Shaw Carpet Showplace, Inc., a business corporation organized under the laws of the State of Georgia. The names of the corporations planning to merge are Reedy Carpet and Tile Franchise System, Inc., a business corporation organized under the laws of the State of Florida, and Shaw Carpet Showplace, Inc., a business corporation organized under the laws of the State of Georgia. The name of the surviving corporation into which Reedy Carpet and Tile Franchise System, Inc. plans to merge is Shaw Carpet Showplace, Inc.

1. Reedy Carpet and Tile Franchise System, Inc. and Shaw Carpet Showplace, 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 Carpet Showplace, Inc. be merged with and into a single corporation, to wit, Shaw Carpet Showplace, 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 Reedy Carpet and Tile Franchise System, 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 10 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.