

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0171
904-222-0191



PREMIER
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 159103 4322291

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 70.00

ORDER DATE : November 18, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 159103-005

800002008138--8

CUSTOMER NO: 4322291

CUSTOMER: Ms. Susan D. Harrison
POWELL GOLDSTEIN FRAZER &
MURPHY
16th Floor
191 Peachtree Street, N.e.
Atlanta, GA 30303

DOMESTIC FILING

NAME: SHAW MERGER SUBSIDIARY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 NOV 19 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FL 32304

RECEIVED
96 NOV 19 AM 11:26
DIVISION OF CORPORATION

KR
11.20.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

CSC NETWORKS

The name SHAW MERGER SUBSIDIARY, INC. has been reserved for 120 days beginning November 6, 1996. The reservation number is R96000005298 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 396A00050993

ARTICLES OF INCORPORATION
OF

SHAW MERGER SUBSIDIARY, INC.

FILED
96 NOV 19 01 8:22
SEC
TALLAHASSEE

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Shaw Merger Subsidiary, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301.

THIRD: The number of shares that the Corporation is authorized to issue is 500, all of which are of a par value of \$.01 each and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME

Janine Brown, Esq.

ADDRESS

Powell, Goldstein, Frazer & Murphy
Sixteenth Floor
191 Peachtree Street, N.E.
Atlanta, Georgia 30303

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not

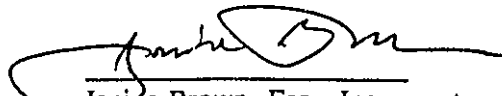
prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purpose for which the Corporation is organized is to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The initial director of the Corporation shall be Vance D. Bell and such director's address is 616 E. Walnut Avenue, Dalton, Georgia 30720.

Dated this 18th day of November, 1996.


Janine Brown, Esq., Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Name: Deborah D. Skipper
Title: As agent

Date: 11-19-96

32050241.W51

FILED
96 NOV 19 AM 8:22
STATE OF TEXAS
COUNTY OF DALLAS

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0033 FAX

800-342-8086

P96000094687



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 97-00000032

REFERENCE : 166017 4322291

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : November 25, 1996

ORDER TIME : 8:53 AM

ORDER NO. : 166017-005

CUSTOMER NO: 4322291

CUSTOMER: Ms. Susan D. Harrison
Powell Goldstein Frazer &
16th Floor
191 Peachtree Street, N.e.
Atlanta, GA 30303

000002013110--8

ARTICLES OF MERGER

REEDY CARPET AND TILE, INC.

INTO

SHAW MERGER SUBSIDIARY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 NOV 25 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merges
[Signature]
11/25

ARTICLES OF MERGER
OF
REEDY CARPET AND TILE, INC.
WITH AND INTO
SHAW MERGER SUBSIDIARY, INC.

FILED
96 NOV 25 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger.

1. Attached hereto is the Plan of Merger for merging Reedy Carpet and Tile, Inc. with and into Shaw Merger Subsidiary, Inc. as approved and adopted at a meeting by the shareholders of Reedy Carpet and Tile, Inc. on November 21, 1996 and approved and adopted at a meeting by the shareholders of Shaw Merger Subsidiary, Inc. on November 21, 1996, pursuant to the provisions of the Florida Business Corporation Act.

2. Shaw Merger Subsidiary, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective date of the merger herein shall be the date on which these articles of merger are filed with the Florida Department of State.

Executed on this 21st day of November, 1996.

SHAW MERGER SUBSIDIARY, INC.

By: 
Name: Vance D. Bell
Title: President

REEDY CARPET AND TILE, INC.

By: 
Name: Daniel P. Reedy
Title: President

32050242.W51

EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER adopted for Shaw Merger Subsisiary, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 21, 1996, and adopted for Reedy Carpet and Tile, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 21, 1996. The names of the corporations planning to merge are Shaw Merger Subsidiary, Inc., a business corporation organized under the laws of the State of Florida, and Reedy Carpet and Tile, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Reedy Carpet and Tile, Inc. plans to merge is Shaw Merger Subsidiary, Inc.

1. Shaw Merger Subsidiary, Inc. and Reedy Carpet and Tile, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Shaw Merger Subsidiary, Inc., which shall be the surviving corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of Reedy Carpet and Tile, Inc. which is sometimes hereinafter referred to as the "Terminating 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 Shaw Merger Subsidiary, Inc. at the effective time and date of the merger shall be the Articles of Incorporation of said Surviving Corporation. Such Articles of Incorporation of the Surviving Corporation are attached hereto. Said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present Bylaws of the Shaw Merger Subsidiary, Inc. 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 Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Each issued share of common stock, \$.01 par value per share, of the Surviving Corporation upon the effective time and date of the merger, shall continue unchanged and shall evidence one share of common stock, \$.01 par value per share, of the Surviving Corporation. Each issued share of common stock, \$100 par value per share, of the Terminating Corporation, upon the effective time and date of the merger, shall be converted into 1357.4737 shares of common stock, \$1.11 par value per share, of Shaw Industries, Inc., a Georgia corporation, such number to be rounded up or down to the nearest whole number.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Terminating 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 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 Terminating Corporation and the Board of Directors and the proper officers 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.

P96000094687

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

REEDY CARPET AND TILE, INC., a Florida corporation, document number
318166.

INTO

SHAW MERGER SUBSIDIARY, INC., a Florida corporation, P96000094687.

File date: November 25, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

P96000094687

ACCOUNT NO. : 072100000032

REFERENCE : 181896 4322291

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piggott

FILED
96 DEC 10 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 10, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 181896-005

CUSTOMER NO: 4322291

CUSTOMER: Ms. Susan D. Harrison
Powell Goldstein Frazer &
16th Floor
191 Peachtree Street, N.e.
Atlanta, GA 30303

800002024668--4

DOMESTIC AMENDMENT FILING

NAME: SHAW MERGER SUBSIDIARY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS DEC 10 1996

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 10 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

96 DEC 10 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHAW MERGER SUBSIDIARY, INC.

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, Shaw Merger Subsidiary, Inc. (the "Corporation") adopts the following articles of amendment to its articles of incorporation:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by deleting Article FIRST in its entirety and substituting the following in lieu thereof:

FIRST: The name of the corporation is Reedy Carpet and Tile, Inc. (the "Corporation").

SECOND: This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of each amendments adoption is 12/2/96.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 2nd day of December, 1996

SHAW MERGER SUBSIDIARY, INC.

By: Vance D. Bell
Name: Vance D. Bell
Title: President