

CERTIFICATE OF MERGER

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OF

ROBERTSON CARPET CORP.,  
COMMERCIAL BROADLOOMS, INC.,  
GEORGIA DYE CORPORATION,  
BROOKLINE CARPETS, INC.,  
AND  
ODYSSEY CARPETS, INC.,

INTO

COMMERCIAL AFFILIATES, INC.

Under Section 905 of the  
Business Corporation Law

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The undersigned, William F. Whitman, Jr. and Sidney J. Nurking, being respectively, the Chairman of the Board and the Secretary of Commercial Affiliates, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of New York, do hereby certify and set forth:

FIRST: The name of each constituent corporation is as follows:

COMMERCIAL AFFILIATES, INC. ("Commercial")  
ROBERTSON CARPET CORP. ("RCC")  
COMMERCIAL BROADLOOMS, INC. ("CBI")  
GEORGIA DYE CORPORATION ("GDC")  
BROOKLINE CARPETS, INC. ("BCI") and  
ODYSSEY CARPETS, INC. ("OCI")

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