

BOOK 1152 VOL 842

AGREEMENT AND PLAN OF MERGER dated as of October 9, 1980, between COMMERCIAL AFFILIATES, INC., a New York corporation ("Commercial"), and COMMERCIAL CARPET CORP. ("CCC"), VIKING CARPETS, INC. ("VCI"), NEWHOUSE CARPETS, INC. ("NCI"), all New York corporations, ROBERTSON CARPET CORP. ("RCC"), COMMERCIAL BROADLOOMS, INC. ("CBI"), GEORGIA DYE CORPORATION ("GDC"), all Georgia corporations, and BOOKLINE CARPETS, INC. ("BCI"), ODYSSEY CARPETS, INC. ("OCI"), all South Carolina corporations, being sometimes referred to herein as the "Constituent Corporations."

WHEREAS, the Boards of Directors of each Constituent Corporation deem it advisable for the general welfare of its Constituent Corporation and its shareholders that the Constituent Corporations be merged into a single corporation pursuant to this Agreement and the applicable laws of the States of New York, Georgia, and South Carolina, as the case may be.

WHEREAS, the Constituent Corporations desire to adopt this Agreement as a Plan of Reorganization and to consummate the merger in accordance with the provisions of Sections 368(a)(i)(A) and 332(b) of the Internal Revenue Code of 1954;

NOW, THEREFORE, the Constituent Corporations agree that CCC, VCI, NCI, RCC, CBI, GDC, BCI, and OCI shall be merged with and into Commercial as the surviving corporation in accordance with the applicable laws of the States of New York, Georgia and South Carolina as the case may be, that the name of

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