

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Propex Fabrics Inc.	06/13/2006
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Propex Inc.
<b>Street Address:</b>	6025 Lee Highway
<b>City:</b>	Chattanooga
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	37421
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Patent Number:</b>	5925434
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(404)572-5134
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	404/572-4600
<b>Email:</b>	mblair@kslaw.com
<b>Correspondent Name:</b>	King & Spalding LLP
<b>Address Line 1:</b>	1180 Peachtree Street, NE
<b>Address Line 2:</b>	Intellectual Property Dept. - Patents
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309-3521
<b>ATTORNEY DOCKET NUMBER:</b>	05485.105072.3411
<b>NAME OF SUBMITTER:</b>	Minikia D. Blair, Paralegal

**CH \$40.00 5925434**

Total Attachments: 24  
 source=PropexInc#page1.tif  
 source=PropexInc#page2.tif  
 source=PropexInc#page3.tif

source=PropexInc#page4.tif  
source=PropexInc#page5.tif  
source=PropexInc#page6.tif  
source=PropexInc#page7.tif  
source=PropexInc#page8.tif  
source=PropexInc#page9.tif  
source=PropexInc#page10.tif  
source=PropexInc#page11.tif  
source=PropexInc#page12.tif  
source=PropexInc#page13.tif  
source=PropexInc#page14.tif  
source=PropexInc#page15.tif  
source=PropexInc#page16.tif  
source=PropexInc#page17.tif  
source=PropexInc#page18.tif  
source=PropexInc#page19.tif  
source=PropexInc#page20.tif  
source=PropexInc#page21.tif  
source=PropexInc#page22.tif  
source=PropexInc#page23.tif  
source=PropexInc#page24.tif

# Delaware

PAGE 1

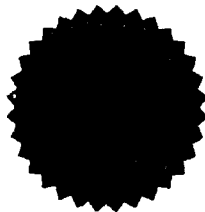
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PROPEX FABRICS INC.", CHANGING ITS NAME FROM "PROPEX FABRICS INC." TO "PROPEX INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2006, AT 8:02 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0751313 8100

060572077



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4824930

DATE: 06-14-06

PATENT  
REEL: 018668 FRAME: 0766

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:51 PM 06/13/2006  
FILED 08:02 PM 06/13/2006  
SRV 060572077 - 0751313 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
PROPEX FABRICS INC.**

The undersigned, Propex Fabrics Inc., a Delaware corporation (the "Corporation"), for the purpose of amending the Certificate of Incorporation of the Corporation in accordance with the General Corporation Law of the State of Delaware, does hereby make and execute this Certificate of Amendment to Certificate of Incorporation of the Corporation and does hereby certify that:

FIRST: That on May 24, 2006, the board of directors of the corporation adopted the following resolution, proposing and declaring advisable and in the best interest of the corporation the amendment to the Certificate of Incorporation of the corporation set forth in such resolution, and directed that the same be submitted to a vote of the sole stockholder of the corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting Article I in its entirety and substituting the following therefor:

"ARTICLE I

The name of the corporation is Propex Inc."

SECOND: That in lieu of a meeting and vote of the sole stockholder, the holder of all of the stock of the corporation entitled to vote on said amendment has consented in writing to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, PROPEX FABRICS INC. has caused this certificate to be duly signed by a duly authorized officer this 13<sup>th</sup> day of June, 2006.

PROPEX FABRICS INC.

By:   
Name: John Stover  
Title: Vice President

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PROPEX INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF MAY, A.D. 1970, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AMOCO FABRICS COMPANY" TO "AMOCO FABRICS AND FIBERS COMPANY", FILED THE FIRST DAY OF OCTOBER, A.D. 1985, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1988, AT 9 O'CLOCK A.M.

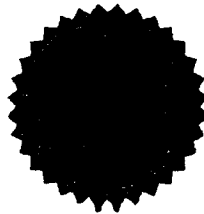
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1988.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1988, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1988.

0751313 8100H

060573152



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4825154

DATE: 06-14-06

PATENT  
REEL: 018668 FRAME: 0768

# Delaware

PAGE 2

*The First State*

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1993, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1993.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "AMOCO FABRICS AND FIBERS COMPANY" TO "PROPEX FABRICS INC.", FILED THE FIRST DAY OF DECEMBER, A.D. 2004, AT 2:04 O'CLOCK P.M.

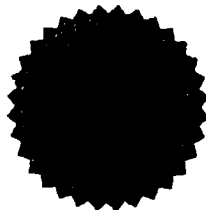
CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWELFTH DAY OF JULY, A.D. 2005, AT 11:34 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PROPEX FABRICS INC." TO "PROPEX INC.", FILED THE THIRTEENTH DAY OF JUNE, A.D. 2006, AT 8:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PROPEX INC."

0751313 8100H

060573152



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4825154

DATE: 06-14-06

PATENT  
REEL: 018668 FRAME: 0769

10,000 = 100 shares @ 100

(4)

10.

CERTIFICATE OF INCORPORATION

OF

AMOCO FABRICS COMPANY

INCORPORATED UNDER THE LAWS OF THE  
STATE OF DELAWARE

RECEIVED FOR RECORD

A D

FILED

MAY 7 1970

9:40

*Ernest B. ...*

7-13-83

REGISTERED WITH

THE PRENTICE HALL CORPORATION SYSTEM, INC.

229 SOUTH STATE STREET

DOVER, KENT COUNTY, DELAWARE

PATENT

REEL: 018668 FRAME: 0770

**CERTIFICATE OF INCORPORATION**

OF

**AMOCO FABRICS COMPANY**

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter called the "corporation") is

**AMOCO FABRICS COMPANY**

**SECOND:** The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 229 South State Street, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, and without limiting the generality of the foregoing:

To manufacture, produce, buy, sell, export, import, deal in, and dispose of fabrics and goods made of any kind of natural, artificial or synthetic fibre or plastic of any kind, character, or description, manufactured or produced from any and all materials suitable for that purpose, in any manner or by any process; to manufacture, produce, buy, sell, export, import, deal in, and dispose of machinery, equipment, appliances, and supplies of all kinds suitable for the manufacture and production of plastics, fabrics and goods made of any kind of artificial or synthetic fibre or

- 1 -



material; to manufacture, produce, buy, sell, deal in, and dispose of all kinds of commodities, goods, wares, and merchandise of every kind and nature, incidental to or useful in connection with the business of said corporation; and to engage in and carry on any other business which may be conveniently carried on in connection with any of the businesses herein mentioned.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100). The par value of each of such shares is One Hundred Dollars (\$100.00). All such shares are of one class and are shares of Common Stock.

No holder of any of the shares of the stock of the corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

At all stockholders' meetings at which directors of this corporation are to be elected, each stockholder entitled to vote shall have as many votes as shall equal the number of shares of voting stock owned by him, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

**FIFTH:** The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
R. C. Dickerson.	229 South State Street Dover, Delaware

**SIXTH:** The corporation is to have perpetual existence.

**SEVENTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

**EIGHTH:** For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the corporation, shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same

meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.


2. The original By-Laws of the corporation shall be adopted by the incorporator unless the certificate of incorporation shall name the initial Board of Directors therein. Thereafter, the power to make, alter, or repeal the By-Laws, and to adopt any new By-Law, except a By-Law classifying directors for election for staggered terms, shall be vested in the Board of Directors.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote, at any meeting of stockholders except as the provisions of paragraph (c)(2) of section 242 of the General Corporation Law shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

THAT: From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article THIRD.

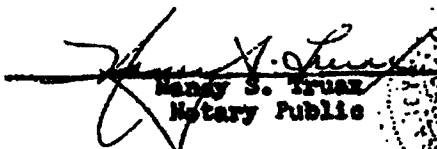
Executed at Dover, Delaware, on April 30, 1970.


  
R. G. Dickerson  
Incorporator

STATE OF DELAWARE }  
COUNTY OF KENT } SS.:

BE IT REMEMBERED that, on April 30, 1970, before me, a Notary Public duly authorized by law to take acknowledgment of deeds, personally came R. G. Dickerson, the incorporator who duly executed the foregoing certificate of incorporation before me and acknowledged the same to be his act and deed, and that the facts therein stated are true.

GIVEN under my hand on April 30, 1970.

  
Nancy S. Truax  
Notary Public



755 274013

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

AMOCO FABRICS COMPANY

FILED

OCT 1 1985

9:27 AM

*Robert G. ...*  
SECRETARY OF STATE

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Amoco Fabrics Company.
2. The Certificate of Incorporation of the corporation is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:  

**"FIRST: The name of this corporation (hereinafter the "corporation") is AMOCO FABRICS AND FIBERS COMPANY."**
3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on October 1, 1985.

*[Signature]*  
\_\_\_\_\_  
Vice President

Attest:  
*[Signature]*  
\_\_\_\_\_  
Assistant Secretary

00002

8803640185

FILED

DEC 29 1988

*9AM*  
*[Signature]*  
SECRETARY OF STATE

**ARTICLES OF MERGER  
CERTIFICATE OF OWNERSHIP  
AND AGREEMENT AND PLAN OF MERGER**

These Articles of Merger, Certificate of Ownership and Agreement and Plan of Merger is made effective as of December 31, 1988 between Sunburst Yarns, Inc., a Virginia corporation ("Subsidiary") and Amoco Fabrics and Fibers Company, a Delaware corporation ("Parent").

1. Parent and Subsidiary each do hereby certify that Parent is owner, beneficially and of record, of one hundred percent of the capital stock of Subsidiary, and that Subsidiary has no securities of any class or kind issued and outstanding, or subject to issuance upon the exercise of any options, rights or warrants, other than those held beneficially and of record by Parent.
2. The effective date of the merger shall be December 31, 1988.
3. On the effective date of the merger:
  - a. Subsidiary is merged out of existence and with and into Parent, with Parent being the surviving corporation;
  - b. the state of incorporation of the surviving corporation shall be Delaware, the state of incorporation of Parent;
  - c. the Articles of Incorporation and By-Laws of the surviving corporation shall be the Articles of Incorporation and By-Laws of Parent;
  - d. the Directors and Officers of the surviving corporation shall be the Directors and Officers of Parent; and
  - e. the name of the surviving corporation shall be the name of Parent.
4. As Parent is the sole shareholder of Subsidiary, no new securities will be issued in exchange for the securities of Subsidiary. The existing securities of Parent will remain unaltered.
5. These Articles of Merger, Certificate of Ownership and Agreement and Plan of Merger has been adopted by consents of the sole shareholders of each of Subsidiary and of Parent, respectively.

PATENT

REEL: 018668 FRAME: 0777

6. Parent accedes to and assumes responsibility for all assets rights and privileges, liabilities, duties and obligations of Subsidiary, including all liability for any taxes, duties and fees of Subsidiary due or to become due to the State of North Carolina or any division or instrumentality thereof.

IN WITNESS WHEREOF, the parties hereto have set their hands by their respective officers signing below:

SUNBURST YARNS, INC.

AMOCO FABRICS AND FIBERS COMPANY

By: *A. W. [Signature]*

By: *J. H. [Signature]*

Its: Vice President

Its: Vice President

ATTEST:

ATTEST:

By: *E. Mandell*

By: *E. Mandell*

Its: Assistant Secretary

Its: Assistant Secretary

888365165

9 Am  
FILED

DEC 30 1988

AGREEMENT AND PLAN OF MERGER

*Frank Z. Fisher*

This Agreement and Plan of Merger is made effective as of December 31, 1988 between Amoco Cartex, Inc., a North Carolina corporation ("Subsidiary") and Amoco Fabrics and Fibers Company, a Delaware corporation ("Parent").

1. Parent and Subsidiary each do hereby certify that Parent is owner, beneficially and of record, of one hundred percent of the capital stock of Subsidiary, and that Subsidiary has no securities of any class or kind issued and outstanding, or subject to issuance upon the exercise of any options, rights or warrants, other than those held beneficially and of record by Parent.
2. The effective date of the merger shall be December 31, 1988.
3. On the effective date of the merger:
  - a. Subsidiary is merged out of existence and with and into Parent, with Parent being the surviving corporation;
  - b. the state of incorporation of the surviving corporation shall be Delaware, the state of incorporation of Parent;
  - c. the Articles of Incorporation and By-Laws of the surviving corporation shall be the Articles of Incorporation and By-Laws of Parent;
  - d. the Directors and Officers of the surviving corporation shall be the Directors and Officers of Parent; and
  - e. the name of the surviving corporation shall be the name of Parent.
4. As Parent is the sole shareholder of Subsidiary, no new securities will be issued in exchange for the securities of Subsidiary. The existing securities of Parent will remain unaltered.
5. The Parent specifically assumes all assets, liabilities and responsibilities and liabilities from Subsidiary with respect to and becomes the Plan Sponsor for that certain retirement plan entitled "Amoco Fabrics (Cartex) Retirement Plan" (formerly entitled "Pension Plan of United Spinners Corporation"), effective on the date the merger Parent and Subsidiary becomes effective.

PATENT

REEL: 018668 FRAME: 0779



6. This Agreement  
and Plan of Merger has been adopted by consents of the sole  
shareholders of each of Subsidiary and of Parent, respectively.
7. Parent accedes to and assumes responsibility for all assets  
rights and privileges, liabilities, duties and obligations of  
Subsidiary, including all liability for any taxes, duties and  
fees of Subsidiary due or to become due to the State of North  
Carolina or any division or instrumentality thereof.

IN WITNESS WHEREOF, the parties hereto have set their hands by  
their respective officers signing below:

AMOCO CARTEX, INC.

AMOCO FABRICS AND FIBERS COMPANY

By: *J. D. Peterson*

By: *J. D. Peterson*

Its: Vice President

Its: Vice President

ATTEST:

ATTEST:

By: *E. M. M.*

By: *E. M. M.*

Its: Assistant Secretary

Its: Assistant Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER****OF****AMOCO FABRICS AND FIBERS SUBSIDIARY CORPORATION**  
(a Delaware corporation)**INTO****AMOCO FABRICS AND FIBERS COMPANY**  
(a Delaware corporation)

It is hereby certified that:

1. Amoco Fabrics and Fibers Company (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Amoco Fabrics and Fibers Subsidiary Corporation, which is also a business corporation of the State of Delaware.
3. On December 9, 1993, the Board of Directors of the Corporation adopted the following resolutions to merge Amoco Fabrics and Fibers Subsidiary Corporation into the Corporation:

**RESOLVED** that Amoco Fabrics and Fibers Subsidiary Corporation be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Amoco Fabrics and Fibers Subsidiary Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Amoco Fabrics and Fibers Subsidiary Corporation in its name.

**RESOLVED** that this Corporation shall assume all of the obligations of Amoco Fabrics and Fibers Subsidiary Corporation.

**RESOLVED** that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

Page Two

**RESOLVED** that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, shall be 11:59 p.m. on December 31, 1993.

Executed on December 17, 1993.

**AMOCO FABRICS AND FIBERS COMPANY**

By: *F. D. Anderson*  
Its President

Attest:

*[Signature]*  
Its Assistant Secretary

e:\mex\0010  
12/9/93

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:04 PM 12/01/2004  
FILED 02:04 PM 12/01/2004  
SRV 040862936 - 0751313 FILE

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP  
AND MERGER

Section 253  
Parent into Subsidiary

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING

PROPEX FABRICS INC.  
(a Delaware corporation)

INTO

AMOCO FABRICS AND FIBERS COMPANY  
(a Delaware corporation)

Propex Fabrics Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company")

**DOES HEREBY CERTIFY:**

**FIRST:** That the Company was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL") on the 2nd day of September, 2004.

**SECOND:** That the Company owns 100% of the outstanding shares of the capital stock of Amoco Fabrics and Fibers Company (the "Subsidiary"), a corporation organized pursuant to the DGCL on the 7th day of May, 1970.

**THIRD:** That the Company, by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of the members thereof pursuant to Section 141(f) of the DGCL on the 1<sup>st</sup> day of December, 2004, determined to, and effective upon the filing of this Certificate with the Secretary of State of the State of Delaware (the "Effective Time"), does, merge the Company with and into the Subsidiary pursuant to Section 253 of the DGCL (the "Merger"):

**RESOLVED**, that the Company merge itself into the Subsidiary and, as the surviving corporation (the "Surviving Corporation"), the Subsidiary will succeed to and possess all the properties, rights, privileges, immunities, powers, and franchises of the Company, and will assume all of the duties, liabilities, debts, and obligations of the Company; and further

**RESOLVED**, that upon completion of the Merger, the sole stockholder (the "Sole Stockholder") of all the outstanding shares of the capital stock of the Company shall

receive all of the outstanding shares of the capital stock of the Surviving Corporation and shall have no further claims of any kind or nature against the Company; and each share of capital stock of the Company which is issued as of immediately prior to the Effective Time shall be surrendered and canceled; and further

**RESOLVED**, that from and after the Effective Time and until further amended in accordance with applicable law, the Certificate of Incorporation of the Surviving Corporation shall be as set forth in Exhibit A attached hereto. From and after the Effective Time and until further amended in accordance with applicable law, the Bylaws of the Company as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation; and further

**RESOLVED**, that from and after the Effective Time, the directors of the Surviving Corporation shall be the persons who were the directors of the Company immediately prior to the Effective Time and the officers of the Surviving Corporation shall be the persons who were the officers of the Subsidiary immediately prior to the Effective Time. Said directors and officers of the Surviving Corporation shall hold office for the term specified in, and subject to the provisions contained in, the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law; and further

**RESOLVED**, that pursuant to Section 253(b) of the DGCL, the name of the Subsidiary shall change to "Propex Fabrics Inc." effective upon the Effective Time, and pursuant to Section 251(d), the Certificate of Incorporation of the Subsidiary shall be automatically amended to reflect this change of name; and further

**RESOLVED**, that the above resolutions (the "Merger Resolutions") be submitted to the Sole Stockholder and in the event that the Sole Stockholder approves and votes in favor of the Merger Resolutions that the Merger shall be deemed approved; and further


**RESOLVED**, that upon approval of the Merger Resolutions by the Sole Stockholder, the appropriate officers of the Company are hereby authorized and directed to make, execute, and acknowledge a Certificate of Ownership and Merger, and to file the same in the office of the Secretary of State of the State of Delaware; and further

**RESOLVED**, that the Board of Directors of the Company and the appropriate officers of the Company be and hereby are authorized and directed to execute and deliver any and all documents and agreements and to take any and all actions as they, or any of them, in their sole discretion, deem to be necessary, desirable, or appropriate in effectuating and carrying out the foregoing resolutions and the transactions contemplated thereby.

**FOURTH:** That this Merger and the above Merger Resolutions have been approved by the Sole Stockholder in accordance with the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by an authorized officer this 1<sup>st</sup> day of December, 2004.

PROPEX FABRICS INC.

By:   
Name: Hunter Nelson  
Title: PRESIDENT

**CERTIFICATE OF INCORPORATION  
OF  
AMOCO FABRICS AND FIBERS COMPANY**

**ARTICLE I  
NAME**

The name of the corporation is Propex Fabrics Inc.

**ARTICLE II  
REGISTERED OFFICE**

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE IV  
CAPITALIZATION**

The aggregate number of shares of stock that the Corporation shall have authority to issue is 100 shares of common stock, par value of \$100.00 per share.

**ARTICLE V  
BYLAWS**

In furtherance and not in limitation of the powers confirmed by the laws of the State of Delaware, the board of directors is expressly authorized and empowered to adopt, amend, and repeal the bylaws of the corporation, subject to the power of the stockholders of the corporation to adopt, amend, or repeal any bylaw made by the board of directors.

**ARTICLE VI  
NO ELECTION BY BALLOT**

Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

**ARTICLE VII  
LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION**

No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same now exists or may hereafter be amended. No amendment, modification, or repeal of the foregoing sentence shall adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission prior to such amendment, modification, or repeal.

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director of the corporation or, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, the corporation shall be required to indemnify an Indemnitee in connection with a proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such proceeding (or part thereof) by the Indemnitee was authorized by the board of directors of the corporation.



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:00 PM 07/12/2005  
FILED 11:34 AM 07/12/2005  
SRV 050574531 - 0751313 FILE


CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE  
AND OF REGISTERED AGENT

PROPEX FABRICS INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is  
PROPEX FABRICS INC.
2. The registered office of the corporation within the State of Delaware is hereby  
changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.
3. The registered agent of the corporation within the State of Delaware is hereby  
changed to Corporation Service Company, the business office of which is identical with the  
registered office of the corporation as hereby changed.
4. The corporation has authorized the changes hereinbefore set forth by resolution  
of its Board of Directors.

Signed on June 30, 2005

  
\_\_\_\_\_  
Name: John Stover  
Title: Secretary

DE BC D-COA CERTIFICATE OF CHANGE 09/00 (#163)

PATENT  
REEL: 018668 FRAME: 0788

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:51 PM 06/13/2006  
FILED 08:02 PM 06/13/2006  
SRV 060572077 - 0751313 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
PROPEX FABRICS INC.**

The undersigned, Propex Fabrics Inc., a Delaware corporation (the "Corporation"), for the purpose of amending the Certificate of Incorporation of the Corporation in accordance with the General Corporation Law of the State of Delaware, does hereby make and execute this Certificate of Amendment to Certificate of Incorporation of the Corporation and does hereby certify that:

**FIRST:** That on May 24, 2006, the board of directors of the corporation adopted the following resolution, proposing and declaring advisable and in the best interest of the corporation the amendment to the Certificate of Incorporation of the corporation set forth in such resolution, and directed that the same be submitted to a vote of the sole stockholder of the corporation:

**RESOLVED,** that the Certificate of Incorporation of the Corporation be amended by deleting Article I in its entirety and substituting the following therefor:

**"ARTICLE I**

The name of the corporation is Propex Inc."

**SECOND:** That in lieu of a meeting and vote of the sole stockholder, the holder of all of the stock of the corporation entitled to vote on said amendment has consented in writing to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** PROPEX FABRICS INC. has caused this certificate to be duly signed by a duly authorized officer this 13<sup>th</sup> day of June, 2006.

PROPEX FABRICS INC.

By:   
Name: John Silver  
Title: Vice President