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**SPECIAL RESOLUTION TO ALTER ARTICLES OF ASSOCIATION OF
INTERFACE EUROPE LIMITED**

The extraordinary general meeting of shareholders,

held at: Atlanta Office
2859 Paces Ferry Road
Suite 2000
Atlanta, Georgia 30339
United States of America


on: December 30, 1993

Present: R.C. Anderson, chairman
D.E. Russell, secretary
on behalf of the shareholders

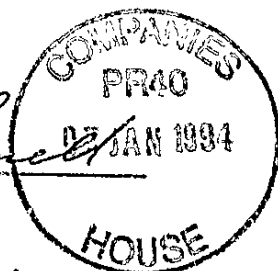
1. Mr Anderson took the chair and declared the meeting open. Because all shareholders representing the total share capital are legally represented at this meeting, resolutions of shareholders will be taken legally, even when formalities are not fulfilled or only partly fulfilled, provided that all votes are unanimous.
2. It was unanimously RESOLVED that the Articles of Association of Interface Europe Limited be altered as follows:
 - a. by deleting article 14
 - b. by renumbering existing article 15 to read as article 14
 - c. by renumbering existing article 16 to read as article 15
 - d. by renumbering existing article 17 to read as article 16
 - e. by renumbering existing article 18 to read as article 17
 - f. by deleting article 19

THAT the regulations contained in the (printed) document (marked "A") submitted to this meeting and for the purpose of identification, signed by the chairman hereof be approved and adopted as the Articles of Association of the Company in Substitution for and to the exclusion of all the existing articles thereof.

3. There being no other business, the meeting then closed.


Chairman


Secretary



*Certified a true copy:
A. T. Hill*

DIRECTOR 6-1-94.

"A"

Certified a true copy of the new Articles
of Association adopted pursuant to a
Special Resolution passed, and amended
7th September, 21st July 1992 and
28th December 1993

Company No. 309799

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A. Hill
.....
Director

THE COMPANIES ACT 1985

NEW

ARTICLES OF ASSOCIATION

OF INTERFACE EUROPE LTD

FORMERLY:- INTERFACE FLOORING SYSTEMS LIMITED

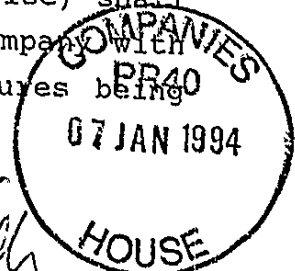
(Adopted 23rd June 1988)

PRELIMINARY

1. The regulations contained in Table 'A' in the companies (Tables A to F) Regulations 1985 made pursuant to Section 8 of the Companies Act 1985 (such table and Act being herein-after referred to respectively as "Table A" and "the Act") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 8, 24, 33, 40, 50, 53, 54, 53, 73-80 (inclusive), 88, 94, 95 and 98 in Table 'A' shall not apply to the Company and, in addition to the remaining clauses in Table 'A' as varied the following shall be the regulations of the Company.

SHARES

2. The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.



3. The share capital of the Company as at the date of adoption of these Articles of Association if £14,500,000 divided into 23,679,407 Ordinary Shares of 50 pence each and 26,602,965 "A" Ordinary Shares of 10 pence each such Ordinary Shares and "A" Ordinary Shares shall save as to return of capital and dividend rank pari passu in all respects.
4. (i) The whole of the shares of Company for the time being unissued shall be under the control of the Directors, who are unconditionally authorised for the purposes of Section 80 of the Act generally to allot at any time during the period of 5 years from the date of the adoption of this regulation any relevant securities (as defined by Section 80 (2) of the Act) up to an amount equal to the amount of the authorised share capital of the Company as at the date of adoption of these Articles from time to time unissued during the period of such authority.
- (ii) The Directors shall be entitled under the general authority conferred by Regulation 4 (i) above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- (iii) Section 89 (1) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) in the company.
5. The Directors may, in their absolute discretion and without assigning any further reason therefore, refuse to register any share transfer unless:
- (i) it is in respect of a fully paid share;
 - (ii) it is in respect of a share on which the Company does not have a lieu;
 - (iii) it is in respect of only one class of shares; and
 - (iv) it is in favour of not more than four joint holders as transferees.
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6. Subject to the provisions of Part V Chapter VII of the Act the Company may:


- (A) issue redeemable Ordinary Shares of £1 each which shall rank pari passu in all respects with the Ordinary Shares in the Company save that such redeemable Ordinary Shares may be redeemed at par at any time in whole or in part at the option of the Company upon one month's written notice to the holders thereof;
- (B) purchase its own shares (including any redeemable Shares);
- (C) make a payment in respect of the redemption or purchase under Sections 159 to 161 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

LIENS AND CALLS


7. (i) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share, shall extend to all dividends payable thereon.
- (ii) The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."


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PROCEEDINGS AT GENERAL MEETINGS

8. Subject to any special rights or restrictions as to the voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy not himself being a member shall have one vote and on a poll every member who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every £1 in nominal amount of ordinary share capital of which he is the holder.
9. (i) A resolution in writing signed by all the Members for the time being entitled to receive notice of an to attend and vote at General Meetings or by their proxies (or being corporations by their duly authorised representatives) or by their attorneys shall be as effective for all purposes as a resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members or their proxies (or being corporations by their duly authorised representative) or by their Attorneys.
- (ii) A resolution to which every member has signified his approval by cable, telex telegram telemesssage or facsimile transmission shall be as effective for all purposes as a resolution duly passed at a General Meeting of the Company duly convened and held.
10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business: save as herein otherwise provided two members present in person or by proxy or (if a corporate member) by a duly authorised representative shall be a quorum: and in the case of an equality of votes, whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
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DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one nor shall it be subject to any maximum.
 12. A member or Members holding a majority in nominal value of the issued Ordinary Shares and Redeemable Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the Company.
 13. The Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing directors.
 14. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement, in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.
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15. A resolution in writing signed by all the Directors or a resolution to which all such Directors have signified their approval by cable, telex, telegram, telemassage or facsimile transmission shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.
16. (i) Subject to the provisions of these regulations, the Directors may regulate their proceedings as they think fit.
- (ii) A Director may, and the Secretary at the request of any Director shall, call a meeting of Directors.
- (iii) Questions arising at a meeting shall be decided by a majority of votes.
- (iv) In the case of an equality of votes, the Chairman shall have a second or casting vote.
- (v) A Director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
- (vi) It shall be necessary to give notice of meetings to Directors who are absent from the United Kingdom provided that such Directors have given to the Company forwarding addresses and despatch of notices to such addresses shall be deemed good and effective notice pursuant to these Regulations.
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17. Directors, or if appropriate, their alternates may participate in a meeting of Directors or committee thereof by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; participating by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as a meeting of the Directors duly convened and held with all Directors present.



END.