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To the Honorable Commissioner of Patent

100996361

attached original documents or copy thereof.

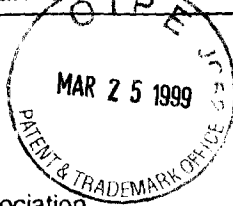
3.25.99

1. Name of conveying party(ies):

TELEWAY, INC.

- Individual(s)
- General Partnership
- Corporation-State - DELAWARE
- Other

Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies)

Name: 1-800-FLOWERS, INC.

Internal Address:

Street Address: 1600 STEWART AVENUE

City: WESTBURY State: NY ZIP: 11590

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State - DELAWARE
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: JUNE 15, 1995

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,184,324

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: THOMAS M. GALGANO, ESQ.

Internal Address: SUITE 135

Street Address: 300 RABRO DRIVE

City: HAUPPAUGE State: NY ZIP: 11788

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

THOMAS M. GALGANO
Name of Person Signing

Signature

3/25/99

Date

Total number of pages including cover sheet, attachments, and document: 2

Certificate of Amendment of
Amended and Restated Certificate of Incorporation of
TELEWAY, INC.

TELEWAY, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That by unanimous written consent of the Board of Directors of Teleway, Inc. resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ONE" so that, as amended, said Article shall be and read as follows:

The name of the corporation is: 1-800-FLOWERS, INC.

SECOND: That thereafter, pursuant to unanimous written consent of its Board of Directors, and by written consent of the majority shareholder, pursuant to Section 228 of the General Corporation Law of the State of Delaware, this proposed amendment was approved.

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

FOURTH: That the capital of said corporation shall not be reduced under of by reason of said amendment.

IN WITNESS WHEREOF, said TELEWAY, INC. has caused this certificate to be signed by:

James F. McCann, its President, and,

Christopher G. McCann, its Secretary, this 15th day of June, 1995.

By: s/ JAMES F. MCCANN

President

Attest: s/ CHRISTOPHER G. MCCANN

Secretary