

04-22-1999



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FROM COVER SHEET
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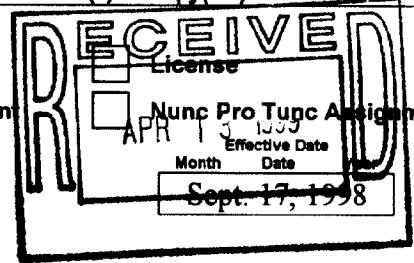
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

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



Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

4-13-99

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

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01 FC:481 40.00 DF
02 FC:482 100.00 DF

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address **Area Code and Telephone Number**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/510,766"/>	<input type="text" value="75/510,768"/>	<input type="text" value="75/510,769"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/543,681"/>	<input type="text" value="75/543,932"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

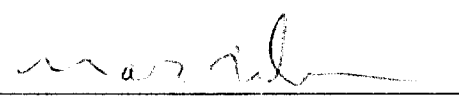
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mark H. Tidman, Esq.  April 12, 1999

Name of Person Signing Signature Date Signed

Schedule of Trademarks

<u>Mark</u>	<u>Serial No.</u>
365	75/510,766
THREE SIXTY FIVE 365	75/510,768
THREE SIXTY FIVE	75/510,769
GERALD STEVENS FLOWERS & GIFTS	75/543,681
GERALD STEVENS	75/543,932

I, EDWARD J. FREEL, 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 "FLOWER HOLDING, INC.", CHANGING ITS NAME FROM "FLOWER HOLDING, INC." TO "GERALD STEVENS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 12:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2893575 8100

981367059

AUTHENTICATION:

DATE: 9315083

09-22-98

TRADEMARK
REEL: 1886 FRAME: 0983

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
FLOWER HOLDING, INC.
a Delaware Corporation**

Pursuant to the Delaware General Corporation Law, the Certificate of Incorporation of FLOWER HOLDING, INC., a Delaware corporation, hereafter referred to as the "Corporation," is amended to read as follows:

Paragraph 1 of the Certificate of Incorporation of the Corporation is hereby deleted in its entirety, and the following text is inserted in lieu thereof:

1. The name of the corporation is Gerald Stevens, Inc.

Except as provided for above, the Certificate of Incorporation of the Corporation shall remain unchanged.

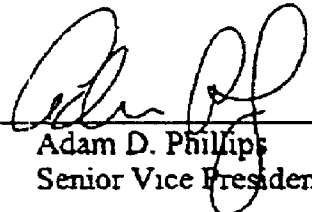
The foregoing amendment to the Certificate of Incorporation of the Corporation was duly proposed, adopted and approved by unanimous written consent of the Board of Directors and the majority Stockholder of the Corporation on September 17, 1998, pursuant to Sections 242, 141 and 228 of the Delaware General Corporation Law. The number of votes cast in favor of the foregoing amendment by the majority Stockholder was sufficient for approval of the amendment.

This amendment shall be effective as of the date of filing of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of Amendment effective on September 17, 1998.

FLOWER HOLDING, INC.

By: _____


Adam D. Phillips
Senior Vice President