

Office of the Secretary of State

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 "GENESIS DIRECT FORTY-THREE, LLC", CHANGING ITS NAME FROM "GENESIS DIRECT FORTY-THREE, LLC" TO "CW GIFTS, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 3:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2910726 8100

981358569

AUTHENTICATION: 9304104

DATE: 09-16-98

TRADEMARK
REEL: 1891 FRAME: 0035

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
GENESIS DIRECT FORTY-THREE, LLC

Pursuant to Section 18-202 of the
Delaware Limited Liability Company Act

GENESIS DIRECT FORTY-THREE, LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name of the company is Genesis Direct Forty-Three, LLC, (hereinafter the "Company").


SECOND: That pursuant to a unanimous written consent of the members of the Company, resolutions were duly adopted setting forth a proposed amendment to the certificate of formation of the Company, declaring the such amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Paragraph **FIRST** of the Company's Certificate of Formation is hereby amended to read, in its entirety, as follows:

FIRST: The name of the company is CW Gifts, LLC (hereinafter the "Company").

THIRD: The actions taken by this certificate were unanimously approved by the members in a unanimous written consent of even date herewith.

IN WITNESS WHEREOF, I have signed this certificate on this 15th day of September, 1998.

By: 
Name: Ronald Benanto
Title: Authorized Person, Chief Financial Officer
and Executive Vice President

TOTAL P.02

TRADEMARK
REEL: 1891 FRAME: 0036

Vendor Number 031650 Ref # FW
COMMISSIONER OF PATENTS AND TRADEMARKS
INVOICE DATE AMOUNT
RQ 282127 04/20/99 90.00

Check Number 5104684
Check Date 04/20/99
DATE AMOUNT

INVOICE

Filing Fee: Assignment of 3
Trademarks

\$ 90.00

HOLD AT AN ANGLE TO VERIFY BACKGROUND WORDS "SAFE" ON FRONT AND "SECURITY" ON BACK

MORRISON & FOERSTER LLP

BANK OF AMERICA
COMMUNITY DEVELOPMENT BANK

90-4182
1211

5104684

5104684

MORRISON & FOERSTER LLP

04/20/99

DETACH AND RETAIN THIS STATEMENT
THE ATTACHED CHECK IS IN PAYMENT OF ITEMS DESCRIBED BELOW.
IF NOT CORRECT PLEASE NOTIFY US PROMPTLY. NO RECEIPT DESIRED.

5104684

Vendor Number 031650 Ref # FW
COMMISSIONER OF PATENTS AND TRADEMARKS
INVOICE DATE AMOUNT
RQ 282127 04/20/99 90.00

INVOICE

Check Number 5104684
Check Date 04/20/99
DATE AMOUNT

Filing Fee: Assignment of 3
Trademarks

\$ 90.00