

11-12-1999



To the Honorable Commissioner of Patents and 1

Documents or copy thereof.

1. Name of conveying party(ies):

101198305

f receiving party(ies)

911GIFTS, INC.

Name

RedEnvelope, Inc.

- Individual(s) Association
- General Partnership Limited Partnership

Internal Address:

11-8-99

Street Address:

201 Spear Street, 3rd Floor

City: San Francisco, CA 94105

XCorporation-State: DELAWARE

Other

Individual(s) citizenship

Additional name(s) of conveying parties attached? Yes XNo

Association

General Partnership

Limited Partnership

XCorporation-State: Delaware

Other

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

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes XNo

3. Nature of conveyance:

- Assignment Merger
- Security Agreement XChange of Name
- Other

Execution Date: September 3, 1999

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): 757752,568

B. Trademark Registration No(s): 2,242,854

Additional numbers attached? Yes XNo

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

Name: Mark A. Steiner
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and registrations involved 5

7. Total fee (37 CFR 3.41): \$65.00

Enclosed Charge Fees to Deposit Account

XCharge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

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

11/10/1999 JSHABAZZ 00000089 201430 75752568

01 FC:481 40.00 CH
02 FC:482 25.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.

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

Mark A. Steiner
Name of Person Signing

Signature

Date

11-4-99

Total number of pages including cover sheet, attachments and document: 3

10. Change Correspondence Address to that of Part 5? XYes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001987 FRAME: 0120

State of Delaware
Office of the Secretary of State PAGE 1

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 "911GIFTS, INC.", CHANGING ITS NAME FROM "911GIFTS, INC." TO "REDENVELOPE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M

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



Edward J. Freel

Edward J. Freel, Secretary of State

2946995 8100

991375880

AUTHENTICATION: 9962963

DATE: 09-09-99

TRADEMARK
REEL: 001987 FRAME: 0121

CSC

ID:212-807-9113

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

OF

911GIFTS, INC.

The undersigned hereby certifies that:

1. He is the duly elected and acting Secretary of 911Gifts, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on October 21 1998.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Certificate of Incorporation amends Article I of this corporation's Certificate of Incorporation to read in its entirety as follows:

"The name of this corporation is RedEnvelope, Inc."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at Menlo Park, California, September 7, 1999.



Joshua L. Green, Secretary

0386736.01

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 09/08/1999
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