

12-29-1999



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TRADEMARK

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**RECORDATION FORM COVER SHEET
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12-17-99

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
- License
- Nunc Pro Tunc Assignment
- Effective Date

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving 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
- 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 attached from Assignment.)

Citizenship/State of Incorporation/Organization

12/28/1999 DNGUYEN 00000335 1880161

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FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK
REEL: 002004 FRAME: 0683**

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)

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 a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Signature

Date Signed

State of Delaware

PAGE 1

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 "GALLERY OF GIFTS SHOPPES, INC.", CHANGING ITS NAME FROM "GALLERY OF GIFTS SHOPPES, INC." TO "KITCHEN ETC., INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 1999, AT 3 O'CLOCK P.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

2326026 8100

991467760

AUTHENTICATION:

0062485

DATE:

11-03-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Gallery of Gifts Shoppes, 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 the Board of Directors of Gallery of Gifts Shoppes, Inc. (the "Company"), by a unanimous vote at a meeting of the Board of Directors on October 1, 1999 duly and validly adopted the following resolutions:

RESOLVED: That, subject to stockholder approval, the Company amend its Certificate of Incorporation as filed with the Secretary of State of the State of Delaware (the "Certificate of Incorporation") so that, as amended and restated, Article FIRST of the Certificate of Incorporation shall be read as follows:

"FIRST. The name of the corporation is KITCHEN ETC., INC. (the "Company")."

RESOLVED: That, subject to stockholder approval, its Certificate of Incorporation so that, as amended and restated, the first paragraph of Article FOURTH of the Certificate of Incorporation shall be read in its entirety as set forth on Exhibit A attached hereto.

RESOLVED: That, subject to stockholder approval, the Company amend its Certificate of Incorporation so that, as amended and restated, Section 5(d)(ii)(2)(E) of Part A of Article FOURTH of the Certificate of Incorporation shall be read in its entirety as set forth on Exhibit B attached hereto.

RESOLVED: That the foregoing amendments are hereby recommended to the stockholders of the Company (the "Stockholders") as being advisable and in the best interests of the Company and its Stockholders.

RESOLVED: That the proposal to amend the Certificate of Incorporation, as set forth in the preceding resolution, be submitted to the Stockholders of the Company entitled to vote thereon for their approval in compliance with Section 242 and 228 of the General Corporation Law of the State of Delaware.

RESOLVED: That, subject to the approval by the Stockholders of the proposal to amend the Certificate of Incorporation as described in the foregoing resolutions, the President and any Vice President of the Company be, and each individually hereby is, authorized and directed to amend the Certificate of Incorporation as set forth above and to file such amendment with the Secretary of State of the State of Delaware.

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SECOND: That the Stockholders of the Company duly adopted such resolutions by written consent effective as of October 1, 1999, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said Gallery of Gifts Shoppes, Inc. has caused this certificate to be executed by Allan J. Coviello, its President, on this 1st day of October, 1999.

GALLERY OF GIFTS SHOPPES, INC.

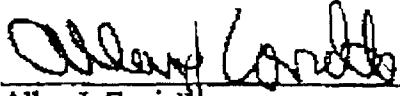
By: 
Allan J. Coviello,
President

EXHIBIT A

FOURTH. The total number of shares of all classes of capital stock which the Company shall have authority to issue is 232,166,666 shares, consisting of 125,000,000 shares of Common Stock with a par value of One Cent (\$.01) per share (the "Common Stock") and 107,166,666 shares of Preferred Stock with a par value of One Cent (\$.01) per share (the "Preferred Stock").

EXHIBIT B

Section 5(d)(ii)(2)(E) Exceptions. Section 5(d)(i) shall not apply under any of the circumstances which would constitute an Extraordinary Common Stock Event. Further, the provisions of this Section 5(d) shall not apply to (i) shares issued upon conversion of the Convertible Preferred Stock or the Series D-1 Preferred Stock, (ii) options (and the shares issuable upon exercise thereof) to purchase shares of Common Stock (including options outstanding on the date hereof) granted to directors, officers, employees or consultants of the Company pursuant to agreements or plans adopted by the Board of Directors of the Company, (iii) the shares of Series D Preferred Stock and Series D-1 Preferred Stock and the Warrants issued pursuant to the Series D Purchase Agreement and Series D-1 Purchase Agreement and Warrant Shares issuable upon exercise of such Warrants and (iv) any additional shares of Common Stock issued by the Company to any holder of Non-Convertible Preferred Stock pursuant to Section 8(f)(ii) upon the occurrence of a Qualified Public Offering. The number of shares in this Subsection (E) shall be proportionately adjusted to reflect any stock dividend, stock split or other forms of recapitalization occurring after the date hereof.