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11-13-2000



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original documents or copy thereof

To the Honorable Commissioner of Patent

101513996

1. Name of conveying party(ies):

1-800-FLOWERS, INC.

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

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: 1-800-FLOWERS.COM, INC.

Internal Address:

Street Address: 103 Foulk Road

Suite 202

City: Wilmington State: DE ZIP: 19803

- 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: April 14, 1999

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

A. Trademark Application No (s)

B. Trademark Registration No.(s)

2,327,810

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: Galgano & Burke

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

10/5/00

Date

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

Mall documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002172 FRAME: 0724

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 "1-800-FLOWERS, INC.", CHANGING ITS NAME FROM "1-800-FLOWERS, INC." TO "1-800-FLOWERS.COM, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 1999, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0528629

AUTHENTICATION:

06-28-00

DATE:

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TRADEMARK
REEL: 002172 FRAME: 0725

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
1-800-FLOWERS, INC.

1-800-Flowers, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

1. The name of the Corporation is 1-800-FLOWERS, Inc.
2. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu thereof the following:

"ARTICLE FIRST: The name of the Corporation is 1-800-FLOWERS.COM, Inc. (the "Corporation")."

3. The amendment of the Amended and Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

1-800-FLOWERS, INC.

By: 

Name: James F. McCann
Office: President