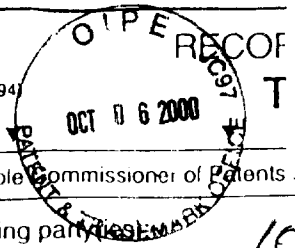


11-13-2000



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To the Honorable Commissioner of Patents

and original documents or copy thereof.

1. Name of conveying party *10/10/00*  
 1-800-FLOWERS, INC.

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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: NY ZIP 19803

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                     Change of Name  
 Other \_\_\_\_\_

Execution Date: April 14, 1999

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

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

A. Trademark Application No.(s)  
74/667,594

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

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

Name: Thomas M. Galgano  
 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)

DO NOT USE THIS SPACE

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.*

11/09/2000 MTH011 00000359 74667594  
Thomas M. Galgano  
 FC:481 Name of Person Signing 40.00 OF

*[Signature]*  
 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: 0751**

Office of the Secretary of State

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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.



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

---

Edward J. Freel, Secretary of State

0528629

AUTHENTICATION:

06-28-00

DATE:

2302412 8100

001317740

**TRADEMARK**  
**REEL: 002172 FRAME: 0752**

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