

06-20-2001



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6.13.01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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 Agreement
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name AFS Holdings Corp.
Formerly _____

Execution Date
Month Day Year
04262001

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Floral Holdings, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) 11444 West Olympic Boulevard

Address (line 3) Los Angeles California 90030-0119

City State/Country Zip Code

- Individual
- Corporation
- Other Limited Liability Company
- General Partnership
- Association
- Limited Partnership
- 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 from Assignment.)
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

06-20-2001 DEBYNE 00000101 75914255

40.00 OF

50.00 OF

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO ADDRESS.

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

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)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75914255"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2344364"/>	<input type="text" value="2342150"/>	<input type="text" value="2290494"/>
<input type="text" value="2290493"/>	<input type="text" value="2215589"/>	<input type="text" value="2092089"/>
<input type="text" value="2082345"/>	<input type="text" value="1980579"/>	<input type="text" value="2102496"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Enclosed Deposit Account

Method of Payment:

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

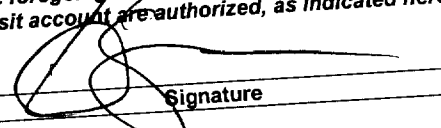
#

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.

David W. Grace
Name of Person Signing


Signature

June 6, 2001
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached.

Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporaton Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKATA

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 from the Assignment.*)

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1879741	1739484	1921532
<input type="text"/>	<input type="text"/>	<input type="text"/>	1761297	1738274	1522932
<input type="text"/>	<input type="text"/>	<input type="text"/>	1513414	0973097	1781370
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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AFS HOLDINGS CORP.", A DELAWARE CORPORATION,
WITH AND INTO "FLORAL HOLDINGS, LLC" UNDER THE NAME OF "FLORAL HOLDINGS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1105862

DATE: 04-30-01

3291059 8100M

010205427

TRADEMARK
REEL: 002316 FRAME: 0180

CERTIFICATE OF MERGER

MERGING

**AFS HOLDINGS CORP.,
a Delaware corporation**

INTO

**FLORAL HOLDINGS, LLC,
a Delaware limited liability company**

(PURSUANT TO SECTION 264 OF THE DELAWARE
GENERAL CORPORATION LAW AND SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT)

Floral Holdings, LLC, a Delaware limited liability company (the "Company"),
does hereby certify that:

FIRST: The name and state of incorporation or formation of each of the
constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION OR FORMATION</u>
AFS Holdings Corp.	Delaware
Floral Holdings, LLC	Delaware

SECOND: An Agreement of Merger between the parties to the merger has
been approved, adopted, certified, executed and acknowledged by each of the constituent
entities in accordance with the requirements of Section 264(c) of the Delaware General
Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company of the merger
is Floral Holdings, LLC.

FOURTH: The executed Agreement of Merger is on file at an office of the
surviving limited liability company, the address of which is 11444 West Olympic
Boulevard, 10th Floor, Los Angeles, California 90064.

FIFTH: A copy of the Agreement of Merger will be furnished by the
surviving limited liability company, on request and without cost, to any member or
stockholder, as the case may be, of any constituent entity.

CC320829.1

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its duly authorized officer this 26th day of April, 2001.

FLORAL HOLDINGS, LLC,
a Delaware limited liability company

By: Jean Cooper
Name: Jean Cooper
Title: V.P.
Jean Cooper, V.P.