

06-20-2001



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U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**  
Express Mail Label No.:  
EL510279685

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  License

Security Agreement  Nunc Pro Tunc Agreement

Merger

Change of Name

Other \_\_\_\_\_

Effective Date  
Month Day Year  
\_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Name American Floral Services, Inc. Execution Date  
Month Day Year  
04242001

Formerly \_\_\_\_\_

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 AFS Holdings Corp.

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  General Partnership  Limited Partnership

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

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.)

#### FOR OFFICE USE ONLY

06/19/2001 DBYRNE 00000100 75914255

01 FD:481 40.00 00  
03 FD:482 450.00 00

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

**TRADEMARK**  
REEL: 002316 FRAME: 0183

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.

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)**

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Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"AMERICAN FLORAL SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "AFS HOLDINGS CORP." UNDER THE NAME OF "AFS HOLDINGS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH 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: 1098104

DATE: 04-25-01

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TRADEMARK  
REEL: 002316 FRAME: 0186

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**AMERICAN FLORAL SERVICES, INC.,  
a Delaware corporation**

**INTO**

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

**(PURSUANT TO SECTION 253 OF THE DELAWARE  
GENERAL CORPORATION LAW)**

AFS Holdings Corp., a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the Delaware General Corporation Law.

**SECOND:** That the Corporation owns one hundred percent (100%) of the issued and outstanding capital stock of American Floral Services, Inc., a Delaware corporation ("Subsidiary").

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 24<sup>th</sup> day of April, 2001, was authorized and approved to merge Subsidiary with and into the Corporation, with the Corporation surviving (the "Merger"), on the conditions set forth in such resolutions:

**"NOW THEREFORE, BE IT RESOLVED,** that the Merger is hereby authorized and approved;

**RESOLVED FURTHER,** that the execution, delivery and performance by the Corporation of the Certificate of Ownership and Merger (the "Certificate"), substantially in the form heretofore reviewed by the Board of Directors of the Corporation, is hereby authorized and approved and that any officer of the Corporation be, and each of them hereby is, authorized and directed to execute, deliver and file the Certificate with the Delaware Secretary of State or any other appropriate office, agency or entity, with such changes as the officer executing the same shall approve, the execution, delivery and filing thereof to be conclusive evidence of such approval; and

RESOLVED FURTHER, that any one officer of the Corporation is authorized to do or cause to be done any and all such acts and things and execute, deliver and file any and all documents and papers (including, without limitation, all agreements, instruments, certificates and documents to be entered into in connection with the Certificate) as such officer may deem necessary or appropriate to consummate the Merger and otherwise to carry out the purposes and intent of the foregoing resolutions."

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Jean Cooper, its authorized officer, this 24<sup>th</sup> day of April, 2001.

AFS HOLDINGS CORP.

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