



101764177

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document.

1. Name of conveying party(ies): 62501
911GIFTS, INC.

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

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

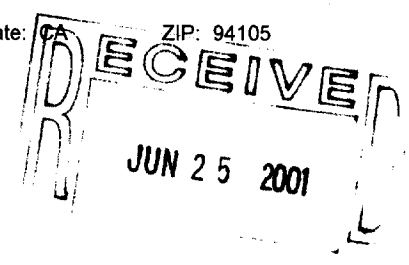
Name: RedEnvelope, Inc.
Internal Address:
Street Address: 201 Spear Street, 3rd Floor
City: San Francisco State: CA ZIP: 94105

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

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes No



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Effective Date of Document: September 8, 1999

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): 75/475,821

B. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: Mark A. Steiner, Esq.
Mary L. Shapiro, Esq.
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed Charge Fees to Deposit Account
 Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430
(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 is true and correct and any attached copy is a true copy of the original document.

Mary L. Shapiro
Name of Person Signing

Mary L. Shapiro
Signature

6/19/01
Date

Total number of pages including cover sheet, attachments and document: 2

10. Change Correspondence Address to that of Part 5? Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

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 "911GIFTS, INC.", CHANGING ITS NAME FROM "911GIFTS, INC." TO "REDENVELOPE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.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

2946995 8100

991375880

AUTHENTICATION: 9962963

DATE: 09-09-99

TRADEMARK

REEL: 002321 FRAME: 0054

CSC

ID:212-807-9113

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

OF

911GIFTS, INC.


The undersigned hereby certifies that:

1. He is the duly elected and acting Secretary of 911Gifts, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on October 21 1998.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Certificate of Incorporation amends Article I of this corporation's Certificate of Incorporation to read in its entirety as follows:

"The name of this corporation is RedEnvelope, Inc."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at Menlo Park, California, September 7, 1999.



Joshua L. Grech, Secretary

0316736.01

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 09/08/1999
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