

12-17-01

DIA

FORM PTO-1618A
Expires 6/30/99
OMB 0651-0027

U.S. Department of Commerce
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12-21-2001



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10/29/01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Agreement
		<input type="checkbox"/> Merger	Effective Date Month Day Year _____
		<input checked="" type="checkbox"/> Change of Name	_____
		<input type="checkbox"/> Other	_____

Conveying Party Mark if additional names of conveying parties attached

Name: Florafax International, Inc. Execution Date: _____
 Formerly: _____ Month Day Year: 04301999

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: Gerald Stevens, Inc.

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 1800 Eller Drive

Address (line 2): Suite 300

Address (line 3): Fort Lauderdale Florida 33316
 City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization: Delaware

12/20/2001 TDIAZ1 00000104 2128187
01 FC:481 40.00 DP
02 FC:482 100.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2128187"/>	<input type="text" value="2152863"/>	<input type="text" value="2025575"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2006005"/>	<input type="text" value="1899179"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

October 26, 2001

Date Signed

FROM RICHARDS, LAYTON & FINGER #10

(FRI) 4. 30. 99. 17:05/ST. 17:04/NO. 4861678858_2

**CERTIFICATE OF AMENDMENT
OF
FLORAFAX INTERNATIONAL, INC.**

The undersigned Vice President of Florafax International, Inc. (the "Corporation"), does hereby certify under the seal of said Corporation as follows:

1: The name of the Corporation is Florafax International, Inc. and the original name under which the Corporation was formed is Spotts Florafax Corporation.

2: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State, State of Delaware, on October 29, 1970.

3: This Certificate of Amendment was duly adopted in accordance Section 242 of the Delaware General Corporation Law.

4: Article I and Article IV of the Certificate of Incorporation are amended to read in their entirety as follows:

ARTICLE I

The name of the Corporation is GERALD STEVENS, INC.

ARTICLE IV

The total number of shares which this Corporation is authorized to issue is Two Hundred Fifty Million (250,000,000) shares of Common Stock, par value \$0.01 per share, and Six Hundred Thousand (600,000) shares of Preferred Stock, par value \$10.00 per share.

The Preferred Stock shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all

MLA-330376-1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:47 PM 04/30/1999
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of the following and the shares of each series may vary from the shares of any other series in the following respects:

(a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the share of all other series;

(b) The annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) Any other relative rights, preferences and limitations of that series.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment and caused the corporate seal of the Corporation to be hereunto affixed this 30th day of April, 1999.



Jeffrey M. Mattson
Vice President

(SEAL)