

MAK Jan 16, 2002

04-24-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

AFS Acquisition, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 29, 2000

2. Name and address of receiving party(ies)

Name: American Florist Supply, Inc.

Internal

Address:

Street Address: One Progress Way

City: Wilmington State: MA Zip: 01887

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Massachusetts Other

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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,033,199 2,086,488

Additional number(s) attached Yes No

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

Name: Emilia F. Cannella, Esq.

Internal Address: Bingham Dana LLP

Street Address: 150 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500927

(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.

Emilia F. Cannella

Name of Person Signing

Signature

December 11, 2001 Date

6

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

FEDERAL IDENTIFICATION

NO. 01-3511512

000732690

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

02-1

## ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

Not Approved

We, John T. Dickinson President John T. Dickinson Vice President

and Patricia M. Dickinson Clerk Patricia M. Dickinson Treasurer/Clerk

of APS Acquisition, Inc.  
(Exact name of corporation)

located at One Progress Way, Wilmington MA 01897  
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

### Article 1

(Number those articles 1, 2, 3, 4, 5, and/or 6 being amended)

by Written Consent of the Articles of Organization were duly adopted at a meeting held on December 29<sup>th</sup> (p.02) 2000, by vote of:

100 shares of Common Stock of 100 shares outstanding  
(type, class & series, if any)

         shares of          of          shares outstanding  
(type, class & series, if any)

         shares of          of          shares outstanding  
(type, class & series, if any)

including at least a majority of each type, class or series outstanding and entitled to vote thereon, or 2/3 being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby.

C  
P  
X  
RA

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\*This document is a form of the Secretary of the Commonwealth of Massachusetts. It is not intended to be used for any other purpose. It is provided for informational purposes only.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring such addition is clearly indicated.

Indicate the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

**AMERICAN FLORIST SUPPLY, INC.**

**One Progress Way  
Wilmington MA 01887**

December 29, 2000

**Commonwealth of Massachusetts  
Secretary of State  
Department of Corporations  
One Ashburton Place, 17th Floor  
Boston, MA 02108**

Re: Consent to Use of Name

To whom it may concern:

The undersigned American Florist Supply, Inc., hereby consents, to the use of the name American Florist Supply, Inc., by the Massachusetts corporation now named AFS Acquisition, Inc. Upon the filing of this Consent to Use of Name, the undersigned, American Florist Supply, Inc., will file Articles of Amendment, changing its corporate name to AFS Liquidating, Inc.

Very Truly Yours,

**AMERICAN FLORIST SUPPLY, INC.**

By:   
John T. Dickinson, President

BUSD008:338109 1

Article 1 is hereby amended in its entirety to read as follows:

"Article 1  
The exact name of the corporation is:  
American Florist Supply, Inc."

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 24<sup>th</sup> day of December, 20

John T. Dickerson  
\_\_\_\_\_  
President,  
John T. Dickerson

\*President / \*Vice

Pamela M. Dickerson  
\_\_\_\_\_  
Clerk,  
Pamela M. Dickerson

\*Clerk / \*Assistant

737028

# 1510

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment; and the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 8th day of January 2001

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 1/29/01 CLERK *[Signature]*

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

Domenica J. Rich, Paralegal  
Bingham Dana LLP  
150 Federal Street, Boston, MA 02111  
Telephone 617 951 8710