

08-08-2002

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

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

Tab settings

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

WRD 8-5-02

1. Name of conveying party(ies): CF Acquisition Company, Inc.

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

2. Name and address of receiving party(ies)

Name: CorporateGifts.com, Inc.

Internal

Address: Suite 1405

Street Address: 10 Rockefeller Plaza

City: New York State: NY Zip: 10020

- 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 (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)

Registration # 252, 278

Registration # 506, 296

Additional number(s) attached Yes No

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

Name: Joshua L. Celeste, Esq.

Internal Address: Adler Pollock & Sheehan P.C.

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

08/07/2002 TBIAZ1 00000220 252278

01 FC: 481 40.00 OP 02 FC: 482 25.00 OP

Street Address: 2300 Financial Plaza

8. Deposit account number:

City: Providence State: RI Zip: 02903

(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.

Joshua L Celeste

Name of Person Signing

Signature

7/25/02

Date

Total number of pages including cover sheet, attachments, and document 4

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

TRADEMARK

REEL: 002557 FRAME: 0606

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
CF ACQUISITION COMPANY, INC.**

CF Acquisition Company, Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

**FIRST:** That, pursuant to a Consent in Lieu of Special Meeting of the Board of Directors, on October 26, 1999 resolutions were duly adopted setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for the submission of the proposal to the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED:** That the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate") be amended by changing Article I thereof so that, as amended, said Article shall read as follows:

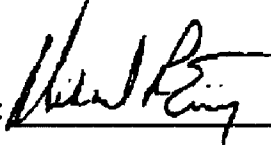
"The name of the Corporation shall be CorporateGifts.com, Inc."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a consent in lieu of a meeting was signed by a majority of the stockholders of said corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President as of this 1st day of November, 1999.

CF ACQUISITION COMPANY, INC.

By:  \_\_\_\_\_

Michael Eiring, President

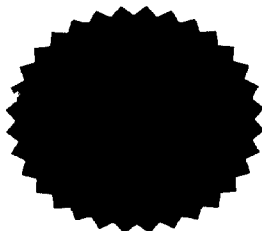
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# Delaware

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*The First 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 AMENDMENT OF "CF ACQUISITION COMPANY, INC.", CHANGING ITS NAME FROM "CF ACQUISITION COMPANY, INC." TO "CORPORATEGIFTS.COM, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 1999, AT 10:30 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3088791 8100

AUTHENTICATION: 1873005

020438643

DATE: 07-09-02

RECORDED: 08/05/2002

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