

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ProFlowers, Inc.		09/12/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Provide Commerce, Inc.
Street Address:	5005 Wateridge Vista Drive Second Floor
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78365047	UPTOWN CATCH
Serial Number:	78298663	CHERRY MOON FARMS
Serial Number:	78298686	PQUAD
Serial Number:	78298643	UPTOWN PRIME
Serial Number:	78298634	PROVIDE COMMERCE
Serial Number:	76134107	FRESHNESS FACTOR
Registration Number:	2313428	
Serial Number:	75517316	PROFLOWERS

CORRESPONDENCE DATA	
Fax Number:	(212)878-8375
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>
Email:	trademark.group@cliffordchance.com
Correspondent Name:	Clifford Chance US LLP
Address Line 1:	200 Park Avenue
Address Line 4:	New York, NEW YORK 10166-0153

CH \$215.00 78365047

ATTORNEY DOCKET NUMBER:

009381-00006

NAME OF SUBMITTER:

Steven T. Shelton

Total Attachments: 3

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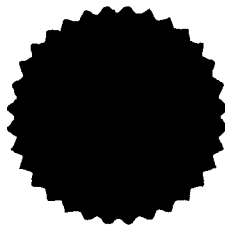
# Delaware

PAGE 1

*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 "PROFLOWERS, INC.", CHANGING ITS NAME FROM "PROFLOWERS, INC." TO "PROVIDE COMMERCE, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2003, AT 5:51 O'CLOCK P.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

2853678 8100

030590653

AUTHENTICATION: 2632486

DATE: 09-15-03

TRADEMARK  
REEL: 002809 FRAME: 0932

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:02 PM 09/12/2003  
FILED 05:51 PM 09/12/2003  
SRV 030590653 - 2853678 FILE

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
PROFLOWERS, INC.**

ProFlowers, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That resolutions were duly adopted by the Board of Directors of the Corporation setting forth proposed amendments to the Amended and Restated Certificate of Incorporation of the Corporation, and declaring said amendments to be advisable and recommended for approval by the stockholders of the Corporation. The resolutions setting forth the proposed amendments are as follows:

**NOW, THEREFORE, BE IT RESOLVED,** that the Corporation's Amended and Restated Certificate of Incorporation be amended to change Article I thereof so that, as amended, such Article shall read in its entirety as follows:

"The name of this corporation is Provide Commerce, Inc."

**SECOND:** That, thereafter, the stockholders approved the foregoing amendment by written consent in accordance with Section 228 of the Delaware General Corporation Law.

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

**FOURTH:** That the capital of said Corporation shall not be reduced under or by reason of said amendment.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

CA 60392.1

IN WITNESS WHEREOF, said ProDowers, Inc. has caused this certificate to be signed  
by William Strauss, its Chief Executive Officer, this 12<sup>th</sup> day of September, 2003.

By:

  
William Strauss, Chief Executive Officer

CA 0001