

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Redbook Holdings, Inc.		12/28/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Teleflora LLC
Street Address:	11444 W. Olympic Blvd., 10th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2212274	NATIONAL FLORIST DIRECTORY

CORRESPONDENCE DATA

Fax Number: (310)966-5758
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 310-966-5726
 Email: lpowell@roll.com
 Correspondent Name: LaTunda Powell
 Address Line 1: 11444 W. Olympic Blvd., 10th Floor
 Address Line 4: Los Angeles, CALIFORNIA 90064

NAME OF SUBMITTER:	LaTunda Powell
Signature:	/LaTunda Powell/
Date:	12/22/2004

CH \$40.00 2212274

Total Attachments: 3

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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 MERGER, WHICH MERGES:

"REDBOOK HOLDINGS, INC.", A DELAWARE CORPORATION,

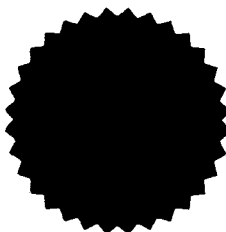
WITH AND INTO "TELEFLORA LLC" UNDER THE NAME OF "TELEFLORA LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2682290 8100M

010675904



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1537454

DATE: 01-03-02

TRADEMARK
REEL: 002996 FRAME: 0501

CERTIFICATE OF MERGER

MERGING

**REDBOOK HOLDINGS, INC.,
a Delaware corporation**

INTO

**TELEFLORA LLC,
a Delaware limited liability company**

**(PURSUANT TO SECTION 264 OF THE DELAWARE
GENERAL CORPORATION LAW AND SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT)**

Teleflora LLC, a Delaware limited liability company (the "Company"), does hereby certify that:

FIRST: The name and state of incorporation or formation of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION OR FORMATION</u>
Redbook Holdings, Inc.	Delaware
Teleflora LLC	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company of the merger is Teleflora LLC.

FOURTH: The executed Agreement and Plan of Merger is on file at an office of the surviving limited liability company, the address of which is 11444 West Olympic Boulevard, 10th Floor, Los Angeles, California 90064.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member or stockholder, as the case may be, of any constituent entity.

SIXTH: The effective date of the Merger contemplated hereby shall be December 31, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its duly authorized officer this 28th day of December, 2001.

TELEFLORA LLC,
a Delaware limited liability company

By: /s/ Robert Kors
Robert Kors,
Senior Vice President

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