

1ST RECORDATION FORM

07-20-2006

ATTY DKT: 329-482

FORM PVO-1594

(Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

103277954

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

7-12-06

1. Name of conveying party(ies)  
GreatFood.com, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: 1-800-TheRose.com, Inc.

Internal Address: Suite 202

Street Address: 103 Foulk Road

City: Wilmington State: Delaware Zip: 19803

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: August 6, 2002

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)

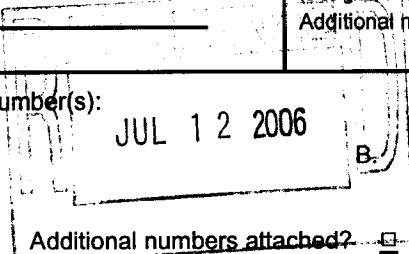
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) \_\_\_\_\_

Additional numbers attached?  Yes  No



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

Name: **Thomas M. Galgano, GALGANO & BURKE, LLP**

Internal Address: \_\_\_\_\_

Street Address: 300 Rabro Drive, Suite 135

Hauppauge                      New York                      11788  
 City                                      State                                      Zip Code

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) .....\$40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
07-0130

(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.

Thomas M. Galgano                      [Signature]                      7/10/06  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and documents: 3

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

TRADEMARK  
 REEL: 003369 FRAME: 0590

**AMENDMENT NO. 1 TO  
CERTIFICATE OF INCORPORATION  
OF  
GREATFOOD.COM, Inc.**

(Pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware)

GreatFood.com, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law")

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was originally incorporated in Delaware, and the date of its filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was November 19, 1999.

**SECOND:** That the Board of Directors duly adopted resolutions proposing to amend the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the written consent of the requisite stockholders, all in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law.

**THIRD:** That the resolutions setting forth the proposed amendment is as follows:

**RESOLVED:** that the Certificate of Incorporation of the Corporation be amended as follows:

1. Article I is hereby amended and restated in its entirety as follows:  
"The name of the Corporation is 1-800-TheRosa.com, Inc."
2. Except as provided in this Amendment No. 1, all provisions of the Certificate of Incorporation shall remain unaffected by the filing of this Amendment No. 1 and shall remain in full force and effect.

**FOURTH:** That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law.

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:15 PM 08/07/2002  
020502377 - 3129366

TRADEMARK  
REEL: 003369 FRAME: 0591

IN WITNESS WHEREOF, this Amendment No. 1 to the Certificate of Incorporation has been signed by a duly authorized officer of this Corporation on this 6<sup>th</sup> day of August, 2002.



Name: Christopher G. McCann  
Title: President