

2ND RECORDATION FORM

07-20-2006

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FORM PTO-1594

(Rev. 8-93)

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



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HEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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)
1-800-TheRose.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: GT&C.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: October 7, 2003

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)

2,367,258

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.

07/20/2006 LMUELLER 00000000 2367258
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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



07-12-2006

U.S. Patent & TMO/TM Mail Rcpt Dt. #72

TRADEMARK REEL: 003369 FRAME: 0600

**AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
1-800-THEROSE.COM, INC.**

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

1-800-TheRose.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 GT&C.Com, Inc."
2. Except as provided in this Amendment, all provisions of the Certificate of Incorporation shall remain unaffected by the filing of this Amendment 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.

IN WITNESS WHEREOF, this Amendment to the Certificate of Incorporation has been signed by a duly authorized officer of this Corporation on this 7th day of October, 2003.

/s/Christopher G. McCann

Name: Christopher G. McCann

Title: President