

ATTY DKT: 329-800 and 329- 801

FORM PTO-1584
(Rev.6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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.

<p>1. Name of conveying party(ies) WIND AND WEATHER</p> <p><input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-State CALIFORNIA <input type="checkbox"/> Other _____</p> <p><input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 3, 2006</u></p>	<p>2. Name and address of receiving party(ies) Name: <u>THE PLOW & HEARTH, INC.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>7021 Wolfstown-Hood Road</u></p> <p>City: <u>Madison</u> State: <u>Virginia</u> ZIP: <u>22727</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>VIRGINIA</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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4. Application number(s) or patent number(s):

A. Trademark Application No.(s)	B. Trademark Registration No.(s) 2,676,351 2,630,268
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed.</p> <p>Name: <u>Thomas M. Galgano, GALGANO & BURKE</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>20 WEST PARK AVENUE - SUITE 204</u></p> <p>City: <u>LONG BEACH</u> State: <u>New York</u> ZIP: <u>11561</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41)\$<u>65.00</u></p> <p><input checked="" type="checkbox"/> Credit Card Payment Form <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-3990</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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 _____
Name of Person Signing Signature

11/14/06
Date

Total number of pages including cover sheet, attachments, and documents: 9

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

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 30, 2006

The State Corporation Commission finds the accompanying articles submitted on behalf of

PLOW & HEARTH, INC., THE

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective July 3, 2006. Each of the following:

WIND AND WEATHER (A CA CORP NOT QUALIFIED IN VA)

is merged into PLOW & HEARTH, INC., THE, which continues to exist under the laws of VIRGINIA with the name PLOW & HEARTH, INC., THE, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0354
06-06-29-0519

TRADEMARK
REEL: 003429 FRAME: 0439

Commonwealth of Virginia



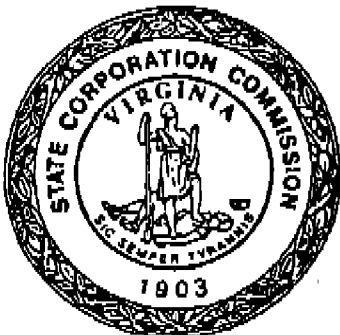
State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of merger of The Plow & Hearth, Inc. issued July 03, 2006.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
July 12, 2006*



Joel H. Peck

Joel H. Peck, Clerk of the Commission

ARTICLES OF MERGER
OF
WIND AND WEATHER
INTO
THE FLOW & HEARTH, INC.

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don

PURSUANT TO SECTION 13.1-720 OF THE
STOCK CORPORATION ACT

The Plow & Hearth, Inc., a Virginia corporation ("P&H"), hereby certifies as of June 26, 2006 that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Wind and Weather	California
The Plow & Hearth, Inc.	Virginia

SECOND: A Plan of Merger, executed on June 26, 2006 (the "Plan"), by and between Wind and Weather, a California corporation ("W&W"), and P&H, was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 13.1-716 of the Virginia Stock Corporation Act and, in the case of W&W, pursuant to the applicable provisions of the California Corporations Code. The Plan did not require approval by the shareholders of P&H pursuant to Section 13.1-718(F) of the Virginia Stock Corporation Act. According to the Articles of Incorporation, Shareholder approval is not required.

THIRD: P&H shall be the surviving corporation of the merger and shall at the effective time of the merger be named The Plow & Hearth, Inc. (sometimes hereafter referred to as the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Surviving Corporation (the "Certificate") shall be the certificate of incorporation of P&H

FIFTH: The executed Plan is on file at the offices of the Surviving Corporation at 7021 Wolfstown-Hood Road, Madison, Virginia 22727, Attention: Corporate Secretary.

SIXTH: A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Flowers.com or P&H.

SEVENTH: That this Certificate of Merger shall be effective at midnight on July 3, 2006.

IN WITNESS WHEREOF, P&H, as the surviving Corporation, has caused this Certificate of Merger to be duly executed as of the date first written above.

THE FLOW & HEARTH, INC.,
a Virginia corporation

By: *Gerard M. Gallagher*
Name: Gerard M. Gallagher
Title: Corporate Secretary

Wind and Weather
a California Corporation

By: *Gerard M. Gallagher*
Name: Gerard M. Gallagher
Title: Corporate Secretary

PLAN OF MERGER

PLAN OF MERGER, dated as of June 26, 2006 (the "Plan"), by and between WIND AND WEATHER, a California corporation ("W&W"), and THE PLOW & HEARTH, INC., a Virginia corporation ("P&H"), and together with Wind and Weather, the "Corporations").

A. The Board of Directors of W&W and P&H, deeming the merger of W&W with and into P&H (the "Merger") to be desirable and in the best interests of W&W P&H and desiring to adopt a plan of merger (the "Plan"), have approved this Plan.

B. The Merger will result in the transfer of W&W's assets and liabilities to P&H and is intended to be treated as a complete liquidation of W&W for purposes of Section 332 of the Internal Revenue Code of 1986, as amended.

In order to consummate the Merger in accordance with the applicable provisions of the Virginia Stock Corporation Act, W&W shall be merged with and into P&H, which shall be the surviving corporation, and the Plan, and the terms and conditions of the Merger, shall be as follows:

ARTICLE I

SECTION 1.1. Effect of Merger. At the Effective Time (as defined in Section 1.2), W&W shall be merged with and into P&H, the separate existence of W&W shall cease and P&H shall continue to exist as the surviving corporation (the "Surviving Corporation"), all with the force and effect as provided by the applicable provisions of the Virginia Stock Corporation Act, including, without limitation, Section 716 of the Stock Corporation Act. The Certificate of Incorporation of P&H shall not be amended in connection with the Merger.

SECTION 1.2. Effective Time. The Merger shall be consummated by filing Articles of Merger with the Commission of the Commonwealth of Virginia (the "Articles of Merger"). Such filing shall be made as soon as practicable after this Plan has been adopted by the Board of Directors of P&H. The Merger shall become effective at midnight, July 3, 2006 (the "Effective Time"), and the Articles of Merger shall so provide.

SECTION 1.3. Officers and Directors. At the Effective Time, the officers and directors of P&H prior to the Merger shall be the officers and directors of the Surviving Corporation.

SECTION 1.4. Articles of Incorporation; By-Laws. At the Effective Time, the Articles of Incorporation of P&H prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation. At the Effective Time, the By-Laws of P&H prior to the Effective Time shall be the By-Laws of the Surviving Corporation.

ARTICLE II

SECTION 2.1. Shares. At the Effective Time:

(a) All of the then issued and outstanding shares of Common Stock of W&W shall be canceled and not reissued, without any conversion or consideration in respect therefor.

(b) Each of the then issued and outstanding shares of Common Stock of P&H shall be converted into and become one fully paid and nonassessable share of Common Stock, par value \$0.01 per share, of the Surviving Corporation.

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ARTICLE III.

SECTION 3.1. Termination. This plan may be abandoned at any time prior to the Effective Time by the Board of Directors of W&W and P&H

ARTICLE IV.

SECTION 4.1. Section Headings. The section headings contained herein are for convenience only, shall not be deemed a part of this Plan and shall not affect the meaning or interpretation of this Plan.

IN WITNESS WHEREOF, this Plan of Merger has been executed by a duly authorized officer of each of W&W and P&H as of the day and year first above written.

WIND & WEATHER

By: [Signature]
Name: Carol A. Callaghan
Title: Comp Secy

THE FLOW & HEARTH, INC.

By: [Signature]
Name: Carol A. Callaghan
Title: Comp Secy

[Wind & Weather and Flow & Hearth Plan of Merger Signature Page]

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