

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/02/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------------|----------|----------------|-----------------------|
| FRESH INTELLECTUAL PROPERTIES, INC. | | 06/29/2007 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|-------------------------|
| Name: | 1-800-FLOWERS.COM, INC. |
| Street Address: | One Old Country Road |
| Internal Address: | Suite 500 |
| City: | Carle Place |
| State/Country: | NEW YORK |
| Postal Code: | 11514 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|---------------|
| Registration Number: | 2530031 | 1-888-FLOWERS |

CORRESPONDENCE DATA

Fax Number: (516)431-1127
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5164311177
 Email: tmgalgano@rcn.com
 Correspondent Name: Thomas M. Galgano
 Address Line 1: 20 W. Park Avenue
 Address Line 2: Suite 204
 Address Line 4: Long Beach, NEW YORK 11561

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|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 329 |
| NAME OF SUBMITTER: | Thomas M. Galgano |

OP \$40.00 2530031

Signature:

/tmg/

Date:

01/14/2008

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 MERGER, WHICH MERGES:

"FRESH INTELLECTUAL PROPERTIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "1-800-FLOWERS.COM, INC." UNDER THE NAME OF "1-800-FLOWERS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 3:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JULY, A.D. 2007, AT 12 O'CLOCK A.M.

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



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070769574

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5814954

DATE: 07-03-07

TRADEMARK
REEL: 003695 FRAME: 0810

CERTIFICATE OF MERGER
OF
FRESH INTELLECTUAL PROPERTIES, INC.
INTO
1-800-FLOWERS.COM, INC.

PURSUANT TO SECTION 251 OF THE
GENERAL CORPORATION LAW

1-800-FLOWERS.COM, INC. ("Flowers"), a Delaware corporation (the "DGCL"), hereby certifies as of June 29, 2007 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> |
|-------------------------------------|-------------------------------|
| 1-800-Flowers.com, Inc. | Delaware |
| Fresh Intellectual Properties, Inc. | Delaware |

SECOND: A Plan of Merger, executed on June 29, 2007 (the "Plan"), by and between Fresh Intellectual Properties, Inc., a Delaware corporation ("Fresh"), and Flowers, was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251(c) of the DGCL.

THIRD: Flowers shall be the surviving corporation of the merger and shall at the effective time of the merger be named 1-800-Flowers.com, 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 Flowers.

FIFTH: The executed Plan is on file at the offices of the Surviving Corporation at One Old Country Road, Suite 500, Carle Place, NY 11514, 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 Fresh or Flowers.

SEVENTH: That this Certificate of Merger shall be effective at 12:00 a.m. on July 2, 2007.

IN WITNESS WHEREOF, Flowers, as the Surviving Corporation, has caused this Certificate of Merger to be duly executed as of the date first written above.

1-800-FLOWERS.COM, INC.
a Delaware corporation

By: /s/ Gerard M. Gallagher
Name: Gerard M. Gallagher
Title: Senior Vice President & General Counsel