

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| 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: 127

| Property Type | Number | Word Mark |
|----------------------|----------|----------------------------|
| Serial Number: | 76520131 | CELEBRATIONS.COM |
| Serial Number: | 76660444 | MADISON LIVING |
| Serial Number: | 76660443 | MADISON PLACE |
| Serial Number: | 77007015 | MINI MARGARITA BOUQUET |
| Serial Number: | 76634212 | SEND-A-MESSAGE |
| Registration Number: | 3151429 | ADVENTURERS' |
| Registration Number: | 2446630 | AIR-RANGEMENT |
| Registration Number: | 1856468 | AMERICA'S BUSINESS FLORIST |
| Registration Number: | 3292240 | APPLE MARTINI BOUQUET |
| Registration Number: | 2213896 | BALLOON BOUTIQUE |
| Registration Number: | 2179953 | BIRTHDAY FLOWER CAKE |

OP \$3190.00 76520131

| | | |
|----------------------|---------|------------------------------|
| Registration Number: | 1981331 | BLOOMLINK |
| Registration Number: | 3210040 | BLOOMLINK |
| Registration Number: | 1751517 | BLOOMNET |
| Registration Number: | 2887891 | BLOOM OF THE MONTH |
| Registration Number: | 2831335 | BRING YOUR MOM TO WORK DAY |
| Registration Number: | 2617290 | CAFE BOUQUET |
| Registration Number: | 1761641 | CALL 1-800-FLOWERS |
| Registration Number: | 2605451 | CELEBRATIONS |
| Registration Number: | 3033508 | CHILDHOOD'S PUREST TREASURES |
| Registration Number: | 1529051 | CONROY'S FLOWERS |
| Registration Number: | 1530282 | CONROY'S FLOWERS |
| Registration Number: | 2046357 | CONROY'S 1-800-FLOWERS |
| Registration Number: | 1797353 | COOK IT! CLUB |
| Registration Number: | 3300000 | COSMOPOLITAN BOUQUET |
| Registration Number: | 3080948 | CUSHION FINDER |
| Registration Number: | 1751591 | 800-BASKETS |
| Registration Number: | 1755761 | 800-CANDIES |
| Registration Number: | 1826561 | 800-FLORIST |
| Registration Number: | 1398787 | 800-FLOWERS |
| Registration Number: | 1751588 | 800-GOODIES |
| Registration Number: | 1816163 | 800-GROWERS |
| Registration Number: | 2748153 | E-MMEDIATE GIFT |
| Registration Number: | 3008036 | EXPRESSIONS EXCHANGE |
| Registration Number: | 3207265 | FIELDS OF THE WORLD |
| Registration Number: | 1768774 | FINGERMAJIG |
| Registration Number: | 2507698 | FLEUR DE CHOCOLATE |
| Registration Number: | 2010543 | FLORAVERSITY |
| Registration Number: | 3124031 | FLOWER COUNTRY |
| Registration Number: | 2402317 | FLOWER COUNTRY USA |
| Registration Number: | 2985722 | FRESH |
| Registration Number: | 2460102 | FRESH CONNECTION |
| Registration Number: | 3185364 | FRESH FLOWER HAPPY HOUR |
| Registration Number: | 2802947 | FRESH FORUM |
| Registration Number: | 2302484 | FRESH REWARDS |
| Registration Number: | 2041262 | FRESH TALK |

| | | |
|----------------------|---------|------------------------------|
| Registration Number: | 2022594 | FRESH THOUGHTS |
| Registration Number: | 2633186 | FRESH UNIVERSITY |
| Registration Number: | 2089646 | FRESHNESS CARE SYSTEM |
| Registration Number: | 2483564 | GARDENWORKS |
| Registration Number: | 2940973 | GET TOGETHERS & CELEBRATIONS |
| Registration Number: | 2046294 | GIFT CONCIERGE SERVICE |
| Registration Number: | 3165694 | GIFT WELL LIVE WELL |
| Registration Number: | 1490406 | GREETING CANS |
| Registration Number: | 1532035 | GREETING CANS |
| Registration Number: | 3298578 | HAPPY HOUR BOUQUETS |
| Registration Number: | 2816836 | HAPPYVILLE BLOCKS |
| Registration Number: | 2930357 | HAPPYVILLAGERS |
| Registration Number: | 3060756 | HEARTH HEADQUARTERS |
| Registration Number: | 1455274 | HEARTHSONG |
| Registration Number: | 1460401 | HEARTHSONG |
| Registration Number: | 2442195 | HEARTHSONG |
| Registration Number: | 2776979 | HEARTHSOURCE |
| Registration Number: | 2312603 | HOLIDAY FLOWER TREE |
| Registration Number: | 3257434 | HOLIDAY FLOWER TREE |
| Registration Number: | 2743584 | IT'S YOUR DAY BOUQUET |
| Registration Number: | 3231982 | JULEP CUP BOUQUET |
| Registration Number: | 3152318 | JUNGLE BEASTIES |
| Registration Number: | 1911701 | JUST CALL OUR NAME |
| Registration Number: | 3323538 | KEY TO MY HEART |
| Registration Number: | 3337678 | KUDOS BOUQUET |
| Registration Number: | 3113413 | LOTSA LOVE |
| Registration Number: | 3247073 | LOVE POTION |
| Registration Number: | 3169248 | LUCKY HORSESHOE |
| Registration Number: | 2780434 | MAGIC CABIN |
| Registration Number: | 2052763 | MAGIC CABIN DOLLS |
| Registration Number: | 2959197 | MAGIC CABIN FAIRIES |
| Registration Number: | 3312323 | MAGNUTS |
| Registration Number: | 3317994 | MAGNUTS |
| Registration Number: | 2037576 | MAKING SCENTS |
| Registration Number: | 2940509 | MAMA MOORE'S BAKESHOP |

| | | |
|----------------------|---------|-----------------------------------------|
| Registration Number: | 3302308 | MARGARITA BOUQUET |
| Registration Number: | 2465872 | MUGABLES |
| Registration Number: | 1892480 | O!CCASIONS |
| Registration Number: | 2782517 | 1-800-BASKETS.COM |
| Registration Number: | 2976683 | 1-800-CANDIES.COM |
| Registration Number: | 1912766 | 1-800-FLEURISTE |
| Registration Number: | 1009717 | 1-800-FLOWERS |
| Registration Number: | 2014298 | 1-800-FLOWERS |
| Registration Number: | 3155701 | 1-800-FLOWERS |
| Registration Number: | 2776333 | 1800FLOWERS.BIZ |
| Registration Number: | 2776332 | 1-800-FLOWERS.BIZ |
| Registration Number: | 2825367 | 1800FLOWERS.COM |
| Registration Number: | 2434592 | 1-800-FLOWERS.COM |
| Registration Number: | 3161360 | 1-800-FLOWERS.COM |
| Registration Number: | 3161361 | 1-800-FLOWERS.COM |
| Registration Number: | 2594342 | MOM 1-800-FLOWERS.COM |
| Registration Number: | 2001757 | 1-800-GIFTHOUSE |
| Registration Number: | 2782516 | 1-800-GOODIES.COM |
| Registration Number: | 2728287 | 1-800-GREETINGS.COM |
| Registration Number: | 2719893 | 1-800-GROWERS.COM |
| Registration Number: | 1941414 | 1-800-LAS-FLORES |
| Registration Number: | 2690337 | 1-800-LAS FLORES.COM |
| Registration Number: | 2685859 | 1-800-LAS FLORES.COM |
| Registration Number: | 2492874 | 1-800-THE-ROSE |
| Registration Number: | 2948380 | PICK-UP PIZZAS |
| Registration Number: | 2771406 | PRACTICAL SOLUTIONS FOR EVERYDAY LIVING |
| Registration Number: | 2781644 | PROBLEM SOLVERS |
| Registration Number: | 3245847 | PURCHASENET |
| Registration Number: | 1661834 | SNACK OF THE MONTH |
| Registration Number: | 1625092 | SNACK TO SCHOOL |
| Registration Number: | 3251324 | STRAWBERRY FLORAL MARGARITA |
| Registration Number: | 2072106 | TELEVERSITY |
| Registration Number: | 1811143 | THE ONE 800 NUMBER FOR FLOWERS |
| Registration Number: | 2434347 | THE PINK RIBBON BOUQUET |
| Registration Number: | 1110635 | THE POPCORN FACTORY |

| | | |
|----------------------|---------|------------------------------------|
| Registration Number: | 1371547 | THE POPCORN FACTORY |
| Registration Number: | 1902060 | THE POPCORN FACTORY |
| Registration Number: | 2759568 | TIMELESS TULIPS |
| Registration Number: | 1714548 | TOYS YOU'LL FEEL GOOD ABOUT GIVING |
| Registration Number: | 3167161 | |
| Registration Number: | 1810889 | TUMBLING GNOMES |
| Registration Number: | 2236301 | WIND & WONDER |
| Registration Number: | 2703556 | WORLD'S FAVORITE FLORIST |
| Registration Number: | 2442235 | WWW.HEARTHSONG.COM |
| Registration Number: | 3075369 | YOUR FLORIST OF CHOICE |
| Registration Number: | 2632883 | YOUR TRUSTED GUIDE TO GIFTING |

CORRESPONDENCE DATA

Fax Number: (516)431-1127
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 516-431-1177
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

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 329-8(A) |
| NAME OF SUBMITTER: | Thomas M. Galgano |
| Signature: | /tmg/ |
| Date: | 01/16/2008 |

Total Attachments: 3
source=merger_20080116153244#page1.tif
source=merger_20080116153244#page2.tif
source=merger_20080116153244#page3.tif

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:

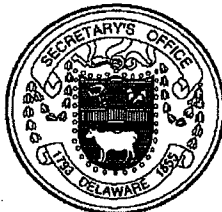
"FRESH INTELLECTUAL PROPERTIES, INC.", A DELAWARE CORPORATION,

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.

2302412 8100M
070769574



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5814954

DATE: 07-03-07

TRADEMARK

REEL: 003697 FRAME: 0885

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 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