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

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Delaware

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,

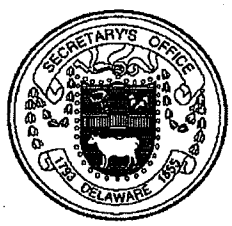
WITH AND INTO "1-800-FLOWERS.COM, INC." UNDER THE NAME OF "1-800-FLOWERS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 3:44 O'CLOCK P.M.

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:08 PM 06/29/2007
FILED 03:44 PM 06/29/2007
SRV 070769574 - 2302412 FILE

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:

Name of Corporation	State of Incorporation
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