

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/03/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Provide Berries, Inc.		01/03/2012
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Provide Commerce, Inc.		
Street Address:	4840 Eastgate Mall		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 8			
	Property Type	Number	Word Mark
	Registration Number:	2790252	
	Registration Number:	3684679	BROWNIEPOPS
	Registration Number:	3684680	BROWNIES ON A STICK
	Registration Number:	2790253	
	Registration Number:	3783282	SHARI'S BERRIES
	Registration Number:	3993437	
	Registration Number:	2518184	STRAWBERRY BOUQUET
	Registration Number:	2518183	STRAWBERRY ROSE
CORRESPONDENCE DATA			
Fax Number:	(877)769-7945		
Phone:	9496545468		
Email:	arnold@fr.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

CH \$215.00 2790252

via US Mail.

Correspondent Name: Leslie Arnold
Address Line 1: P.O. Box 1022
Address Line 2: Fish & Richardson P.C.
Address Line 4: Minneapolis, MINNESOTA 55440

ATTORNEY DOCKET NUMBER:	22778-0006001
NAME OF SUBMITTER:	Leslie Arnold
Signature:	/lya/
Date:	01/11/2012

Total Attachments: 4

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROVIDE BERRIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PROVIDE COMMERCE, INC." UNDER THE NAME OF
"PROVIDE COMMERCE, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRD DAY OF JANUARY, A.D. 2012, AT 12:43
O'CLOCK P.M.


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

2853678 8100M

120003181



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9267739

DATE: 01-03-12

TRADEMARK
REEL: 004696 FRAME: 0602

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PROVIDE BERRIES, INC.
(a Delaware corporation)

into

PROVIDE COMMERCE, INC.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)

Provide Commerce, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of Provide Berries, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary").

2. The Company, by the following resolutions adopted on December 30, 2011 by the Board of Directors of the Company, hereby merges the Subsidiary into the Company, with the Company as the surviving corporation (the "Merger"):

"APPROVAL OF SHORT FORM MERGER"

WHEREAS, the Company is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of each class of stock of Provide Berries, Inc., a Delaware corporation (the "*Subsidiary*");

WHEREAS, it is deemed to be advisable and in the best interests of the Company and its stockholders that the Company consolidate its operations by merging the Subsidiary with and into the Company (the "*Merger*"); and

WHEREAS, Section 253 of the Delaware General Corporation Law (the "*DGCL*") provides that if a parent corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such parent corporation may be merged with and into the subsidiary upon, among other things, the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State.

NOW, THEREFORE, BE IT RESOLVED, that the Merger is approved and that, effective January 3, 2012 or any date thereafter prior to January 31, 2012, the Company shall merge the Subsidiary with and into itself and assume all obligations of the Subsidiary pursuant to Section 253 of the DGCL;

RESOLVED FURTHER, that upon the Merger becoming effective, all issued and outstanding shares of each class of stock of the Subsidiary are cancelled;


RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of the Company shall not be amended and shall remain the Certificate of Incorporation and Bylaws of the surviving corporation;

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions; and

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware and in any other applicable jurisdiction necessary and appropriate to effect the Merger."

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its Secretary on this 3rd day of January 2012.

PROVIDE COMMERCE, INC.,
a Delaware corporation

By: 
Name: Blake T. Bilstad
Title: Senior Vice President, General Counsel
& Secretary