

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
A.F.E., Inc.		10/02/2002	CORPORATION: CONNECTICUT
<b>RECEIVING PARTY DATA</b>			
Name:	Flowers USA, Inc.		
Street Address:	40 Main Street, P.O. Box 365		
City:	Centerbrook		
State/Country:	CONNECTICUT		
Postal Code:	06409		
Entity Type:	CORPORATION: CONNECTICUT		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2619889	FLOWERS U S A	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	7032436410		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	703-465-5356		
Email:	major@mwzb.com		
Correspondent Name:	Scott J. Major		
Address Line 1:	2200 Clarendon Blvd., 14th Floor		
Address Line 2:	MWZB		
Address Line 4:	Arlington, VIRGINIA 22201		
ATTORNEY DOCKET NUMBER:	FTDI-89-X		
NAME OF SUBMITTER:	Scott J. Major		
Signature:	/Scott J. Major/		

CH \$40.00 2619889

Date:

07/15/2013

**Total Attachments: 4**

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# CERTIFICATE OF AMENDMENT

## STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 12/1999

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FILING #0002483876 PG 05 OF 08 VOL B-00530  
FILED 10/02/2002 12:29 PM PAGE 00728  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**1. NAME OF CORPORATION:**

A.F.E. Inc. (to be renamed Flowers USA, Inc.) (the "Corporation")

**2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):**

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

**3. TEXT OF EACH AMENDMENT / RESTATEMENT:**

See Exhibit A

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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FILED 10/02/2002 12:29 PM PAGE 00729  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A., B. or C.):

A. The resolution was approved by shareholders as follows:

(Set forth all voting information required by Conn. Gen. Stat. Section 33-806 as amended in the space provided below)

There is only one voting group of the Corporation entitled to vote on this Amended and Restated Certificate of Incorporation. All 100 shares of the issued and outstanding shares of common stock of the Company were cast in favor of this Amended and Restated Certificate of Incorporation. No votes were cast against this Amended and Restated Certificate of Incorporation. The 100 votes cast in favor of this Amended and Restated Certificate of Incorporation are sufficient for approval by that voting group and by the Corporation.

B. The amendment was adopted by the board of directors without shareholder action.  
No shareholder vote was required for adoption.

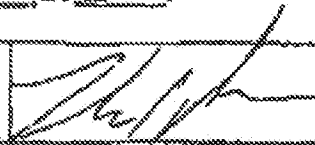
C. The amendment was adopted by the incorporators without shareholder action.  
No shareholder vote was required for adoption.

5. EXECUTION:

Dated this 2nd day of October, 2002

Michael J. Soenen

President



Print or type name of signatory

Capacity of signatory

Signature

EXHIBIT A

## AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION  
OF  
FLOWERS USA, INC.

(formerly A.F.E., Inc.)

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Flowers USA, Inc.

ARTICLE II

The name of the Corporation's registered agent is David M. Adams, with a business address in the State of Connecticut at 40 Main Street, Centerbrook, CT 06406 and with resident address in the State of Connecticut at 26 Village Drive, East Lyme, CT 06333.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Connecticut Business Corporations Act (the "CBCA").

ARTICLE IV

Section 1. The Corporation shall be authorized to issue 100 shares of capital stock, all of which 100 shares shall be shares of Common Stock, \$0.01 par value ("Common Stock").

Section 2. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE V

Unless and except to the extent that the bylaws of the Corporation shall so require or, unless as otherwise provided by law, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered to make, alter and repeal the bylaws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the shareholders of the Corporation to alter or repeal any bylaws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and any other provisions authorized by the laws of the State of Connecticut at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereinafter amended are granted subject to the right reserved in this Article.

ARTICLE VIII

Section 1. To the fullest extent permitted by the CBCA or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this section shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

Section 2. Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the CBCA or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this section. Any repeal or modification of this section shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.