

04-25-2000

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OMB No. 0651-0011 (exp. 4-94)



HEET U.S. DEPARTMENT OF COMMERCE

101333134

Atty. Docket Nos. 4528

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
Garden Escape, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Garden.com, Inc.
Internal Address: _____
Street Address: 3301 Steck Avenue
City: Austin State: TX Zip: 78757
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: February 17, 1999

4. Application number(s) or patent number(s):
A. Trademark Application No.(s):

B. Trademark Registration No.(s):
ARO 3.20.00
1,989,107
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Peter W. Becker, Esq.
Internal Address: Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c.
Street Address 1000 North Water Street, Suite 2100
City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:
18-0882
(Attach duplicate copy of this page if paying by deposit account)

04/21/2000 DCOATES 00000140 1989107
01 FC:401 40.00 DF

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Peter W. Becker
Name of Person Signing

Signature

March 15, 2000
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GARDEN ESCAPE, INC.", CHANGING ITS NAME FROM "GARDEN ESCAPE, INC." TO "GARDEN.COM, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1999, AT 2:30 O'CLOCK P.M.

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



2567027 8100
991063610

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9583993

DATE: 02-18-99

TRADEMARK
REEL: 002058 FRAME: 0414

**CERTIFICATE OF AMENDMENT
 OF
 RESTATED CERTIFICATE OF INCORPORATION
 OF
 GARDEN ESCAPE, INC.**

Garden Escape, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST. That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED: That the Board of Directors hereby declare it advisable and in the best interest of the corporation that Article **FIRST** of the Restated Certificate of Incorporation be amended to read as follows:

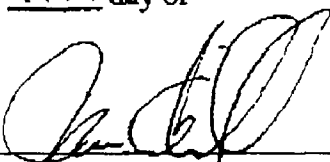
FIRST: The name of this corporation shall be:

Garden.com, Inc.

SECOND. That the foregoing amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by James N. O'Neill, this 17th day of February, 1999.



 James N. O'Neill, Chief Operating
 Officer and Secretary

MWZ068:J277 B:KAH

** TOTAL PAGE.003 **