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Florida Department of State

Division of Corporations
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From:
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
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FILED
99 JUN 16 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

GERALD STEVENS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	$43.75

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NAME CHANGE

D. CONNELL JUN 17 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. GERALD STEVENS, INC.
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE
Incorporated under laws of

3. MAY 12, 1998
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? APRIL 30, 1999

5. GSI, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

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TALLAHASSEE, FLORIDA

[signature]
Signature

6/14/99
Date

Adam D. Phillips
Typed or printed name

Sr. Vice President
Title

Prepared By:
Adam D. Phillips, Esq.
301 E. Las Olas Blvd., Suite 300
Ft. Lauderdale, FL 33301
(954) 713-5002
Florida Bar No.: 0135143

State of Delaware

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"RED CANNON ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "GERALD STEVENS, INC." UNDER THE NAME OF "GSI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1999, AT 4:45 O'CLOCK P.M.

Edward J. Freel

Edward J. Freel, Secretary of State

2893575 8100M

991227080

AUTHENTICATION: 9788845

DATE: 06-07-99

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
GERALD STEVENS, INC. (a Delaware corporation)
AND
RED CANNON ACQUISITION CORP. (a Delaware corporation)

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of each of the constituent corporations are as follows: Gerald Stevens, Inc., a Delaware corporation ("Gerald Stevens") and Red Cannon Acquisition Corp., a Delaware Corporation ("Red Cannon").

SECOND: The Agreement and Plan of Merger dated as of December 9, 1999, as amended as of April 9, 1999, among Gerald Stevens, Red Cannon and Florafax International, Inc., a Delaware corporation ("Florafax") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 and, with respect to Gerald Stevens, by the written consent of the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Gerald Stevens, Inc. The name of the surviving corporation shall be amended in the merger to be "GSI, Inc."

FOURTH: The Certificate of Incorporation of Gerald Stevens as in effect immediately prior to the merger shall be amended by amending Article FIRST to read as set forth below and, as so amended, shall be the Certificate of Incorporation of the surviving corporation.

"The name of the corporation is GSI, Inc."

FIFTH: The merger is to become effective April 30, 1999.

SIXTH: The Agreement of Merger is on file at Gerald Stevens, Inc., 100 S.E. Third Avenue, Suite 1100, Ft. Lauderdale, FL 33394.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request without cost, to any stockholder of the constituent corporations.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:45 PM 04/30/1999
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IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 30th day of April, 1999.

GERALD STEVENS, INC.,
a Delaware corporation

By:
Name: Adam D. Phillips
Title: Senior Vice President

WAS01:641382