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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**  
**GERALD STEVENS, INC.**

FILED  
99 JUN 16 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Status	0
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NAME CHANGE

99 JUN 16 PM 4:57  
DIVISION OF CORPORATIONS

**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. GSI, INC.  
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE 3. MAY 12, 1998  
Incorporated under laws of 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. GERALD STEVENS RETAIL, 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

[Handwritten Signature]  
Signature

6/14/99  
Date

Adam D. Phillips  
Typed or printed name

Sr. Vice President.  
Title

99 JUN 16 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Prepared By:  
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301 E. Las Olas Blvd., Suite 300  
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Florida Bar No.: 0135143

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*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 "GSI, INC.", CHANGING ITS NAME FROM "GSI, INC." TO "GERALD STEVENS RETAIL, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1999, AT 4:46 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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06-04-99

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FROM RICHARDS, LAYTON & FINGER #10

(FRI) 4.30'99 17:03/ST. 17:02/NO. 4861878857 P 2

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GSI, INC.**

GSI, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

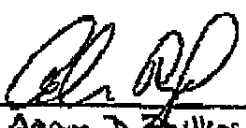
I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the sole stockholder of the Company, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Article FIRST of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of the corporation is Gerald Stevens Retail, Inc."

IN WITNESS WHEREOF, GSI, Inc. has caused this Certificate to be executed by its authorized officer on this 30th day of April, 1999.

GSI, INC.

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

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:46 PM 04/30/1999  
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