

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

Examiner

~~Consolidation~~ / *merger of

Enesco Group, Inc.

Enesco Worldwide Holdings, Inc.

the constituent corporations, into

Enesco Group, Inc.

~~one of the constituent corporations~~ / *one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~surviving~~ *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been selected pursuant to the agreement of merger: None

SECRETARY OF THE COMMONWEALTH
CORPORATION DIVISION
JAN 21 PM 3:51

~~(For a consolidation)~~
~~any the purpose of the surviving corporation to engage in the following business:~~

C
P
M
R.A.

*Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of _____, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / *Vice President

_____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Enesco Worldwide Holdings, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ / *merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

*Delete the inapplicable words

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Joan Heminway
 Jeffrey A. Hutsell, by Joan Heminway
 attorney-in-fact

†† Joan Heminway
 Robert J. Hipple, by Joan Heminway,
 attorney-in-fact

TRADEMARK
 REEL: 002633 FRAME: 0138

OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>	<u>POST OFFICE ADDRESS</u>
President and Chief Executive Officer	Jeffrey A. Hutsell	775 Summit Avenue Deerfield, IL 60015	225 Windsor Drive Itasca, IL 60143
Treasurer	Jeffrey W. Lemajeur	9 East Emerson Street Arlington Heights, IL 60005	225 Windsor Drive Itasca, IL 60143
Clerk	Robert J. Hipple	23326 North Providence Kildeer, IL 60047	225 Windsor Drive Itasca, IL 60143

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>POST OFFICE ADDRESS</u>
John F. Cauley	119 The Laurels Enfield, CT 06082	225 Windsor Drive Itasca, IL 60143
Charles W. Elliott	1024 Essex Circle Kalamazoo, MI 49008	225 Windsor Drive Itasca, IL 60143
Eugene Freedman	1155 Oak Ridge Drive Glencoe, IL 60022	225 Windsor Drive Itasca, IL 60143
Judith R. Haberkorn	1050 Park Avenue, Apartment 1D New York, NY 10036	225 Windsor Drive Itasca, IL 60143
Jeffrey A. Hutsell	775 Summit Avenue Deerfield, IL 60015	225 Windsor Drive Itasca, IL 60143
Allan G. Keirstead	330 Starboard Lane Osterville, MA 02655	225 Windsor Drive Itasca, IL 60143
Homer G. Perkins	8 Carol Avenue Easthampton, MA 01027	225 Windsor Drive Itasca, IL 60143
H. L. Tower	50 Wallace Road Stony Creek, CT 06405	225 Windsor Drive Itasca, IL 60143
Anne-Lee Verville	359 Stickney Hill Road Hopkinton, NH 03229	225 Windsor Drive Itasca, IL 60143
Donna Brooks Lucas	714 Foxdale Avenue Winnetka, IL 60093	225 Windsor Drive Itasca, IL 60143

TRADEMARK

REEL: 002633 FRAME: 0139

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~*Consolidation~~ / *Merger and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of January, ~~19~~ 2000.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

M. Frances Durden, Esq.

Enesco Group, Inc.

225 Windsor Drive
Itasca, IL 60143

Telephone: (630) 875-5544

DATE	TRANSACTION NO.	TRANSACTION DESCRIPTION
2/ 3/2000	200002601375	Merged Out of Existence (MEX)

Mail To:
BENESCH, FRIEDLANDER, COPLAN ET
ATTN L KEESOR
88 E BROAD ST STE 900
COLUMBUS, OH 43215-0000

cut along dotted line



The State of Ohio
 ❖ *Certificate* ❖
 Secretary of State - *J. Kenneth Blackwell*
444273

It is hereby certified that the Secretary of State of Ohio has custody of the business records for ENESCO CORPORATION and that said business records show the recording of:

MERGED OUT OF EXISTENCE

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 21st day of
 January, A.D. 2000



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

J. Kenneth Blackwell

Secretary of State

- Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
Enesco Corporation	Ohio #444273	Profit Corporation
Collector Appreciation, Inc.	Delaware #2093446	Profit Corporation
Enesco Worldwide Holdings, Inc.	Delaware #2237424	Profit Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Robert J. Hipple, General Counsel	225 Windsor Drive
(name)	(street and number)
Itasca	Illinois 60143-1225
(city, village or township)	(state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

_____	_____
(name)	(street and number)
_____	Ohio _____
(city, village or township)	(zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

J. Kenneth Blackwell

Secretary of State

Signature of Agent _____

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

No Change

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

CT Corporation System		1300 East 9th Street	
(name)		(street and number)	
Cleveland	Ohio	44114	
(city, village or township)		(zip code)	

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address)		(state)	(zip code)
(city, township, or village)	(county)		

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Secretary of State

(d.) The principal office location in the state of Ohio shall be:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

_____ (street address)

_____ (city, township, or village) _____ (state) _____ (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(d.) The limited partnership's principal office address is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

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(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street name and number)
_____, Ohio
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) (street and number)
_____, Ohio
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Enesco Worldwide Holdings, Inc.
(Exact name of entity)

By: [Signature]
Its: Chief Executive Officer
Date: 1-20-2000

Enesco Corporation
(Exact name of entity)

By: [Signature]
Its: Chief Executive Officer
Date: 1-20-2000

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Collector Appreciation, Inc.

(Exact name of entity)

By: _____

Its: Chief Executive Officer

Date: 1-20-2000

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

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Its: _____

Date: _____