

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Enesco Group, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (Massachusetts)
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Enesco Group, Inc.

Internal Address: _____

Street Address: 225 Windsor Drive

City: Itasca State: IL Zip: 60143

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- 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: July 30, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached sheet

B. Trademark Registration No.(s)

See attached sheet

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Enesco Group, Inc.

Internal Address: Attn: Rosa Cabrera

Street Address: 225 Windsor Drive

City: Itasca State: IL Zip: 60143

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 290.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502605

(Attach duplicate copy of this page if paying by deposit account)

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.

Jeffrey E. Michel

Name of Person Signing

Jeffrey E. Michel
Signature

1/5/04
Date

Total number of pages including cover sheet, attachments, and document: 5

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

CH \$290.00 502605 0977889

Trademark Application No.(s)**Trademark Registration No.(s)**

72/453,410	0977889
75/516,865	2,251,533
75/516,867	2,251,534
75/516,870	2,253,766
75/516,866	2,253,763
75/516,869	2,253,765
75/516,868	2,253,764
71,630,455	0591418
73/413,627	1,291,703
75/516,871	2,253,767
75/516,873	2,255,730

FEDERAL IDENTIFICATION NO. _____ FEDERAL IDENTIFICATION NO. _____

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)

~~Consolidation~~ *merger of

ENESCO GROUP, INC., A MASSACHUSETTS

CORPORATION AND

ENESCO GROUP ILLINOIS, INC., AN ILLINOIS

CORPORATION

the constituent corporations, into

ENESCO GROUP ILLINOIS, INC.

~~one of the constituent corporations~~ *one of the constituent corporations organized under the laws of: ILLINOIS

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 ~~resulting~~ *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:

JULY 31, 2003.

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

THE NAME OF THE SURVIVING CORPORATION IS CHANGED TO "ENESCO GROUP, INC."

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

RECEIVED
CORPORATION DIVISION
03 JUL 31 AM 10:50
COMMONWEALTH

*Delete the inapplicable words.

Notes: 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.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

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 CORPORATION DIVISION
 COMMONWEALTH

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

**If there are no provisions state "None".

(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.

FORMASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / ~~*Assistant Clerk~~ of ENESCO GROUP, INC., 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.

Daniel Dalle Molle, *President / ~~*Vice President~~
DANIEL DALLEMOLLE

M. Frances Durden, *Clerk / ~~*Assistant Clerk~~
M. FRANCES DURDEN

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † DANIEL DALLEMOLLE, PRESIDENT and †† M. FRANCES DURDEN, SECRETARY, of ENESCO GROUP ILLINOIS, INC., a corporation organized under the laws of ILLINOIS, 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 ILLINOIS

*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.

† Daniel Dalle Molle
President
†† M. Frances Durden
Vice President & Secretary