

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Enesco Group, Inc.		07/31/2003	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Enesco Group, Inc.
Street Address:	225 Windsor Drive
City:	Itasca
State/Country:	ILLINOIS
Postal Code:	60143-1225
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2354727	CHERISHED TEDDIES

CORRESPONDENCE DATA

Fax Number: (630)875-8464
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 630-875-5469
 Email: Rcabrera@enesco.com
 Correspondent Name: Enesco Group, Inc.
 Address Line 1: 225 Windsor Drive
 Address Line 4: Itasca, ILLINOIS 60143-1225

NAME OF SUBMITTER:	Frances Durden
Signature:	/Frances Durden/
Date:	03/28/2005

CH \$40.00 2354727

Total Attachments: 4

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FEDERAL IDENTIFICATION NO. 0418647W

FEDERAL IDENTIFICATION NO. _____

Examiner [Signature]

The Commonwealth of Massachusetts 081
William Francis Galvin 021
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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

~~XXXXXXXXXX~~ *merger of

7/5/31
(M) ENESCO GROUP, INC., A MASSACHUSETTS
CORPORATION AND
(U) ENESCO GROUP ILLINOIS, INC., AN ILLINOIS
CORPORATION

the constituent corporations, into

(U) ENESCO GROUP ILLINOIS, INC. (WR)

~~XXXXXXXXXXXX~~ *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 ~~XXXXXXXXXX~~ / *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 ~~XXXXXXXXXX~~ *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 ~~XXXXXXXXXX~~ / *merger determined pursuant to the agreement of ~~XXXXXXXXXX~~ / *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:

- C
- P
- M
- P.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 such 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:

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)

(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:

Items 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 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 7B.

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

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THE COMMONWEALTH OF MASSACHUSETTS

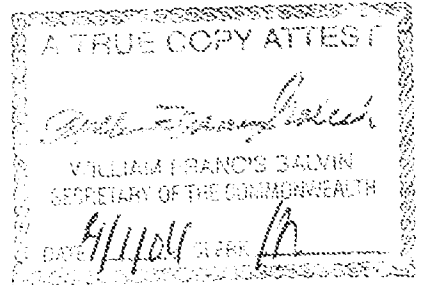
ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250, having been paid,
said articles be deemed to have been filed with me this 31st
day of July, 20 03.

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



RECORDED
03 JUL 31 AM 10:19
CORPORATION DIVISION

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

M. Frances Darden
Enesco Group, Inc.
225 Windsor Dr. Itasca, IL 60143
Telephone 630 875-5300