

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/21/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Enesco Worldwide Holdings, Inc.		01/21/2000	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2354727	CHERISHED TEDDIES
Registration Number:	2375125	MARY'S MOO MOOS

**CORRESPONDENCE DATA**

Fax Number: (312)609-5005  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: hmiller@vedderprice.com  
 Correspondent Name: Holly Miller  
 Address Line 1: 222 North LaSalle Street - 24th Floor  
 Address Line 2: Vedder, Price, Kaufman & Kammholz, P.C.  
 Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Angelo Bufalino
Signature:	/Angelo Bufalino/
Date:	04/14/2005

**TRADEMARK**

**CH \$65.00 2354727**

Total Attachments: 6

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BT  
Examiner

# The Commonwealth of Massachusetts

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

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055

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

~~\*Consolidation~~ / \*merger of

(S)  
(m)

Enesco Group, Inc.

Enesco Worldwide Holdings, Inc. *WR*

the constituent corporations, into

(S)

Enesco Group, Inc.

~~\*New corporation~~ / \*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 ~~\*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:

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: None

~~(For a consolidation)~~

~~to the purpose of the resulting corporation to engage in the following business activities:~~

C  
P  
M  
R.A.

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\*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.

P.C.

~~(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: N/A

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

~~XXXXXX~~

~~the restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:~~

~~with provisions, if any, to 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.~~

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)*  
c/o Doherty, Wallace, Pillsbury and Murphy, P.C., 19th Floor, One Monarch Place,  
1414 Main Street, Springfield, Massachusetts 01144

*\*\*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:	* See Attached *	
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: December

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


Allan G. Keirstead, 330 Starboard Lane, Osterville, Massachusetts 02655

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

5. ~~THE PRESIDENT / VICE PRESIDENT AND CLERK / ASSISTANT CLERK OF THE CORPORATION OF MASSACHUSETTS FOR AND ON BEHALF OF THE CORPORATION OF MASSACHUSETTS HEREBY ACCEPTS AND AGREES TO THE OBLIGATION OF THE CORPORATION OF MASSACHUSETTS TO COMPLY WITH THE PROVISIONS OF 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 184.~~

**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 78.

  
\_\_\_\_\_, \*President / ~~Vice President~~

  
\_\_\_\_\_, \*Clerk / \*~~Assistant Clerk~~

**FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS**

The undersigned, ~~I~~ \_\_\_\_\_ and \_\_\_\_\_

\_\_\_\_\_ a corporation organized under the laws of \_\_\_\_\_

\_\_\_\_\_ further state under the penalties of perjury that the agreement of ~~consolidation~~ / \_\_\_\_\_

\_\_\_\_\_ has been duly adopted by such corporation in the manner required by the laws of \_\_\_\_\_

\*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.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

<u>OFFICERS</u>			
<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

<u>DIRECTORS</u>			
<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	

(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

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THE COMMONWEALTH OF MASSACHUSETTS

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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 are deemed to have been filed with me this 21<sup>st</sup>  
day of January, ~~19~~2000.

Effective date \_\_\_\_\_

*William Francis Galvin*

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

SECRETARY OF THE  
COMMONWEALTH  
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CORPORATION DIVISION