

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		CHANGE OF NAME	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Russ Berrie and Company, Inc.		09/22/2009	CORPORATION: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Kid Brands, Inc.		
<b>Street Address:</b>	1800 Valley Road		
<b>City:</b>	Wayne		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07470		
<b>Entity Type:</b>	CORPORATION: NEW JERSEY		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77810297	KID BRANDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)336-8001		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	212-336-8000		
<b>Email:</b>	ptodocket@arelaw.com		
<b>Correspondent Name:</b>	Amster, Rothstein & Ebenstein LLP		
<b>Address Line 1:</b>	90 Park Avenue, 21st Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10016		
<b>ATTORNEY DOCKET NUMBER:</b>	09456/3		
<b>NAME OF SUBMITTER:</b>	Philip H. Gottfried, Esq.		
<b>Signature:</b>	/Philip H. Gottfried/		
<b>Date:</b>	04/30/2010		

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Total Attachments: 1  
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**CERTIFICATE OF AMENDMENT  
TO  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
RUSS BERRIE AND COMPANY, INC.**

CGN  
FILED  
SEP 22 2009  
STATE TREASURER  
7806237800

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is Russ Berrie and Company, Inc.
2. The following amendment to the Restated Certificate of Incorporation was approved by the directors of the corporation on the 9<sup>th</sup> day of July, 2009:

RESOLVED, that Article "FIRST" of the Restated Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the corporation is Kid Brands, Inc."

3. The date of the adoption of the foregoing amendment by the shareholders of the corporation was September 22, 2009.
4. The number of shares outstanding at the time of the adoption of the amendment was: 21,497,015.

The total number of shares entitled to vote thereon was: 21,497,015.

5. The number of shares voting for and against such amendment is as follows: a total of 19,927,668 votes were cast FOR the amendment, and 17,255 votes were cast AGAINST the amendment.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to Restated Certificate of Incorporation to be signed by its Senior Vice President and General Counsel this September 22, 2009.

Marc S. Goldfarb  
Senior Vice President and  
General Counsel

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