

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Starhome, 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 (Massachusetts)
- 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: 4/30/1998

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:

11

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)

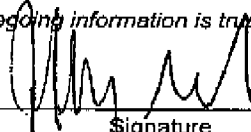
DO NOT USE THIS SPACE

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



Signature

12/28/03

Date

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

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

NO. 04-1864170

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1502

SECRETARY OF THE COMMONWEALTH
98 APR 24 AM 9:54
CORPORATION DIVISION

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, Jeffrey A. Hutsell , *President / ~~Vice President~~

and Peter R. Johnson , *Clerk / ~~Assistant Clerk~~

of STANHOME INC.

(Exact name of corporation)

located at 333 Western Avenue, Westfield, MA 01085

(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1, 2 and 6

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on April 23 , 1998 , by vote of:

13,067,133 shares of common stock of 16,417,653 shares outstanding,
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding,
(type, class & series, if any)

~~***being at least a majority of each type, class or series outstanding and entitled to vote thereon: /~~
~~XX~~
~~XX~~

*Delete the inapplicable words. **Delete the inapplicable clause.
¹ For amendments adopted pursuant to Chapter 156B, Section 70.
² For amendments adopted pursuant to Chapter 156B, Section 71.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of 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 so long as each article requiring each addition is clearly indicated.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

Total *presently* authorized is:

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

Change the total authorized to:

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

NOTED: That the Restated Articles of Organization of Stanhome Inc. be amended as follows:

(i) Article 1 is amended to read in its entirety as follows:

The name by which the Corporation shall be known is Enesco Group, Inc.

(ii) Article 2 is amended to read in its entirety as follows:

To manufacture, process, assemble, warehouse, buy, sell, distribute and otherwise engage in and carry on the business of marketing giftware and collectible products and other items, materials, articles, goods and merchandise and otherwise dealing in real, personal and intellectual or industrial property of all kinds and descriptions; to exercise all of the powers conferred upon business corporations by, and from time to time permitted to be exercised by business corporations under, the laws of the Commonwealth of Massachusetts; and to engage in and carry on any other lawful business or transaction which may now or hereafter be permitted under the laws of the Commonwealth of Massachusetts to be conducted, whether in that Commonwealth or elsewhere, by a business corporation organized under Chapter 156B of the Massachusetts General Laws.

(iii) The following new provision is added to Article 6 thereof:

Article 6F. Meetings of the stockholders of the Corporation shall be held anywhere within the United States, as determined by the Board of Directors of the Corporation, as permitted by the provisions of the Massachusetts Business Corporation Law.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: April 30, 1998 at 5:00 p.m.

SIGNED UNDER THE PENALTIES OF PERJURY, this 24th day of April, 1998,


_____, *President ~~XXXXXXXXXX~~

_____, *Clerk ~~XXXXXXXXXX~~

*Delete the inapplicable words.

TRADEMARK
REEL: 002773 FRAME: 0054

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)



I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 19 _____

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Peter R. Johnson, Esq.
Stanhope Inc.

c/o Enesco Corporation
225 Windsor Drive
Itasca, IL 60143

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