

MWD 6-8-98

06-19-1998



100742798

To the Honorable Commissioner of F
thereof.

and the attached original documents or copies

1. Name of conveying party(ies):

Stanhome Inc.
(a Massachusetts corporation)

- Individual
- General Partnership
- Corporation-State
- Other: _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

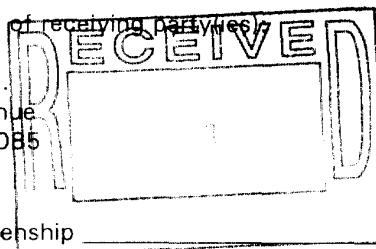
Execution Date: April 24, 1998

2. Name and address of receiving party(ies):

Enesco Group, Inc.
333 Western Avenue
Westfield, MA 07085

- 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
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No



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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

383,966
400,830
401,156
411,296
426,252

Additional numbers attached? Yes No

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

John J. Held
McAndrews, Held & Malloy, Ltd.
Citicorp Center, 34th Floor
500 West Madison Street
Chicago, Illinois 60661

6. Total number of applications and registrations involved: **66**

7. Total fee (37 CFR 3.41): \$ 1665.00

- Check attached
- Authorized to be charge to deposit account

8. Deposit account number: 13-0017

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

06/18/1998 TTON11 00000220 383966

01 FC:481
02 FC:482

40.00 OP
1625.00 OP

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.

Signature and Registration Number: _____ - 21,061 Date: June 5, 1998

Name of Person Signing: John J. Held

Total number of pages including cover sheet, attachments and document: 7

TRADEMARK

REEL: 1742 FRAME: 0817


STANHOME INC.
U.S. Trademark Registrations


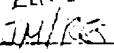
Reg. No.	Reg. Date	Mark	Docket No.
545,260	17JL1951	STANHOME and Design	32051US03
556,951	01AP1952	SILENT MAID	32044US01
558,245	29AP1952	STANHOME and Design	32051US01
558,704	13MY1952	LIFETIME	32025US01
561,875	22JL1952	SILENT MAID	32044US02
562,228	29JL1952	STANHOME and Design	32051US05
565,514	21OC1952	STANHOME and Design	32051US04
566,837	18NO1952	STANHOME and Design	32051US06
579,257	01SE1953	STANHOME and Design	32051US02
591,418	15JE1984	TRY-IT	32067US01
610,392	09AU1955	COMMANDER	32013US01
623,248	13MR1956	COOL-A-PED	32014US01
629,965	03JL1956	SLIMLINE	32047US01
630,884	17JL1956	E Z WAXER	32017US01
636,462	30OC1956	STANLEY	32057US04
669,463	11NO1958	STANLEY (Stylized)	32057US01
709,154	27DE1960	SCRUB-N-WIPE	32039US01
718,417	18JL1961	SCOTSHINE	32038US01
720,757	29AU1961	SWEATER 'N SKIRT	32065US01
723,603	07NO1961	BALLERINA	32008US01
733,525	26JE1962	PARTY DATE	32032US01
745,251	19FE1963	STANLEY	32057US02
749,901	21MY1963	WINTERMINT	32069US01
750,292	28MY1963	STANGARD	32050US01
788,713	27AP1965	QUICK & EASY	32036US01
806,478	29MR1966	LEGEND OF LOVE	32024US01
847,733	16AP1968	AQUILAUN	32006US01
855,326	20AU1968	LUSTRE LAST	32028US01
863,709	14JA1969	ENDA-BUG	32018US01
877,467	23SE1969	STANLEY	32057US05
890,219	28AP1970	BIG WHEEL	32009US01
903,999	08DE1970	FIRST MATE	32021US01
977,889	29JA1974	LOOK SEE	32026US01
983,037	30AP1974	SKIN SCRUBBER	32046US01
1,033,471	17FE1976	SLIP-OFF	32049US01
1,055,594	04JA1977	LADY CATHERINE	32023US01
1,093,520	20JE1978	LURIANCE	32027US01
1,097,150	25JL1978	BRUNO	32010US01
1,100,498	29AU1978	SEA BURST	32040US01
1,106,946	28NO1978	ENVOY	32020US01
1,107,683	05DE1978	ENJOUE	32019US01
1,109,061	19DE1978	SEA SPA	32041US01
1,111,177	16JA1979	NIGHT SPELL	32031US01
1,113,969	27FE1979	PRIMUS	32034US01
1,131,824	11MR1980	MAGIC FINGERS	32029US01
1,132,951	15AP1980	TUBS OF FUN	32068US01
1,138,137	29JL1980	TENDRIQUE	32066US01
1,138,138	29JL1980	SEMPlice	32043US01

STANHOME INC.
U S. Trademark Registrations

Reg. No.	Reg. Date	Mark	Docket No.
1,145,946	13JA1981	ALOEWYN	32004US01
1,179,779	01DE1981	CLEAR THE AIR	32012US01
1,189,366	09FE1982	SLIMLINE	32047US02
1,195,765	18MY1982	AMAZO II	32005US01
1,203,290	03AU1982	C-PLUS	32011US01
1,250,098	06SE1983	STANLEY HOME PRODUCTS and Desig	32062US01
1,250,123	06SE1983	PERFI-CLEAN	32033US01
1,291,703	28AU1984	MAGIC SHIELD	32030US01
1,337,482	28MY1985	STANLEY	32057US03
1,352,482	06AU1985	AQUILAUN	32006US02
1,358,829	10SE1985	SELECTIVES	32042US01
1,396,351	10JE1986	STAN-PAC	32063US01
1,637,947	12MR1991	QUALITY PLUS	32035US01

FEDERAL IDENTIFICATION
NO. 04-1864170


 Examiner


 Released

 Name Approved

The Commonwealth of Massachusetts

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

021
 022
 030

ARTICLES OF AMENDMENT
 (General Laws, Chapter 156B, Section 7.2)

We, Jeffrey A. Hursell _____ Secretary

and Peter R. Johnson _____ 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)

C.
 P.
 M.
 R.A.

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

4
 P.C.

**Delete the inapplicable words. **Delete the inapplicable clause.*
1 For amendments adopted pursuant to Chapter 156B, Section "A"
2 For amendments adopted pursuant to Chapter 156B, Section "B"
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.

C JA / 15/31

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:

The 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:		

VOTED: 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 corporation, 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 6E. 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, 19 98

 _____ *President ~~XXXXXXXXXX~~

 _____ *Clerk ~~XXXXXXXXXX~~

**Delete the inapplicable marks.*

823

THE COMMONWEALTH OF MASSACHUSETTS

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

98 APR 24 11 05
CORPORATION DIVISION

I hereby approve the within Articles of Amendment and the filing fee in
the amount of \$ 300.00 having been paid, said articles are deemed
to have been filed with me this 24th day of APRIL
19 98

Effective date: 4/30/98

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 5/29/98
CLERK SSD

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

TRADEMARK