

F03000003088

Florida Department of State
Division of Corporations
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DEPARTMENT 56 RETAIL, INC.

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20-72-1
24-07

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000003088

(Document number of corporation (if known))

1. Department 56 Retail, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Minnesota

(Incorporated under laws of)

3. 06/23/2006

(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/30/2006

5. Lonox Retail, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

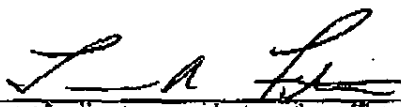
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Louis A. Pantin

(Typed or printed name of person signing)

Sr. V.P., Gen. Counsel, Sec.

(Title of person signing)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

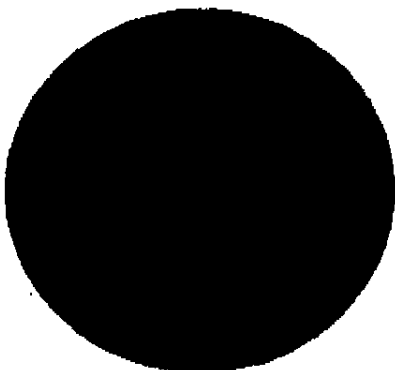
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Lenox Retail, Inc.

Date Formed: 12/08/1997

Chapter Governed By: 302A

This certificate has been issued on 01/05/07.



Mark Ritchie
Secretary of State.

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 1-5-07

Mark Ritchie

Secretary of State



By

Steve Smith

9X-614

DC-CN



**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
DEPARTMENT 56 RETAIL, INC.**

1. The name of the corporation is Department 56 Retail, Inc.
2. The following is the full text of the amendment to the Articles of Incorporation of Department 56 Retail, Inc.:

WHEREAS, the Board of Directors has determined that it is in the best interest of the Company and its sole shareholder, Lenox, Incorporated (the "Sole Shareholder") to change the name of the Company effective as of the close of business on December 30, 2006, and recommends to the Sole Shareholder that the Company's articles of incorporation, as amended (the "Amended Articles"), be amended accordingly.

RESOLVED, that the Board of Directors hereby authorizes an amendment to Article 1 of the Company's articles of incorporation to change the Company's name from Department 56 Retail, Inc. to Lenox Retail, Inc., which article, as amended, shall read in its entirety as follows:

The name of the corporation shall be Lenox Retail, Inc. *ga*

RESOLVED FURTHER, that the Secretary of the Company is hereby authorized, on behalf of the Company, to execute the Articles of Amendment to the Restated Articles and to cause such Articles of Amendment to be filed with the Secretary of State of the State of Minnesota.

3. The foregoing amendment was adopted according to Chapter 302A of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, Senior Vice President, General Counsel and Secretary of, being duly authorized on behalf of such corporation, has executed this certificate this 29th day of December, 2006,

[Signature]
Louis A. Fagan, Senior Vice President,
General Counsel and Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 29 2006

[Signature]
Secretary of State

9X-614

DC-CN

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Louis A. Rappin, Senior Vice President,
General Counsel and Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 29 2006

[Signature]
Secretary of State