

03-05-1999

AKO 2-16-99



To the Honorable Commissioner of Patents and Tradem

100978206

copy thereof.

1. Name of conveying party(ies):

Starcraft Automotive Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Indiana
 Other

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

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

Starcraft Corporation
2703 College Avenue
P.O. Box 1903
Goshen, Indiana 46526

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Individual(s) citizenship _____
Association _____
General Partnership _____
Limited Partnership _____
 Corporation-State Indiana
Other _____

Execution Date: January 28, 1995

Additional name(s) and address(es) attached? Yes No

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

A. Trademark Application Nos.(s)

B. Trademark Registration Nos.(s)

See Attached List of Trademark Registrations marked
"Exhibit A"

Additional numbers attached? Yes No

Additional numbers attached? Yes No

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

BOBBY B. GILLENWATER, ESQUIRE
BARNES & THORNBURG
600 ONE SUMMIT SQUARE
FORT WAYNE, IN 46802

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41):..... **\$90.00**

Enclosed Authorized to be charged to deposit account
(Duplicate copy of this page attached)

8. Deposit account number: 02-1010

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to the above 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.

Bobby B. Gillenwater
Name of Person Signing

February 16, 1999
Date

Total Number of pages including cover sheet, attachments, and document _____
OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

03/04/1999 DNGUYEN 00000014 1817868

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FE:481 40.00 OP
02 FE:482 550.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011), Washington, D.C. 20503

TRADEMARK

REEL: 1864 FRAME: 0360

EXHIBIT A

U.S. Trademark Registrations

Mark: IBS
Reg. No.: 1,817,868
Registered: January 25, 1994
Serial No.: 74/388,144
Filed: May 10, 1993

Mark: SPACE STATION
Reg. No.: 1,860,853
Registered: November 1, 1994
Serial No.: 74/469,674
Filed: December 14, 1993

Mark: S Logo
Reg. No.: 1,812,049
Registered: December 21, 1993
Serial No.: 74/375,197
Filed: April 5, 1993

Mark: STARQUEST
Reg. No.: 1,853,033
Registered: September 6, 1994
Serial No.: 74/168,676
Filed: May 21, 1991

Mark: STARMASTER
Reg. No.: 983,734
Registered: May 14, 1974
Renewal Terms Begins: May 14, 1994
Serial No.: 72/461,910
Filed: July 2, 1973

Mark: STARCRAFT & S Logo
Reg. No.: 957,616
Registered: April 24, 1973
Renewal Terms Begins: April 24, 1993
Serial No.: 72/381,807
Filed: January 25, 1971

Mark: STARCRAFT
Reg. No.: 912,518
Registered: June 8, 1971
Renewal Terms Begins: June 8, 1991
Serial No.: 72/344,147
Filed: November 20, 1969

Mark: S LOGO
Reg. No.: 957,615
Registered: April 24, 1973
Renewal Term Begins: April 24, 1993
Serial No.: 72/381,806
Filed: January 24, 1993

Mark: MOVING STAR Logo
Reg. No.: 1,912,440
Registered: August 15, 1995
Serial No.: 74/196,613
Filed: August 21, 1991

Mark: STARCRAFT & S Logo
Reg. No.: 1,819,852
Registered: February 8, 1994
Serial No.: 74/385,517
Filed: May 3, 1993

Mark: STARCRAFT
Reg. No.: 1,809,045
Registered: December 7, 1993
Serial No.: 74/377,109
Filed: April 9, 1993

Mark: SATELLITE
Reg. No.: 1,594,106
Registered: May 1, 1990
Serial No.: 73/830,716
Filed: October 11, 1989

Mark: SPACESTAR
Reg. No.: 1,563,256
Registered: October 31, 1989
Serial No.: 748,621
Filed: August 29, 1988

Mark: STARBLAZER
Reg. No.: 1,559,724
Registered: October 10, 1989
Serial No.: 745,599
Filed: August 10, 1988

Mark: COMET
Reg. No.: 1,564,326
Registered: November 7, 1989
Serial No.: 745,581
Filed: August 10, 1988

Mark: STARMATE
Reg. No.: 1,562,061
Registered: October 24, 1989
Serial No.: 745,575
Filed: August 10, 1988

Mark: SPORTSTAR
Reg. No.: 1,560,753
Registered: October 17, 1989
Serial No.: 745,577
Filed: August 10, 1988

Mark: ROADSTAR
Reg. No.: 1,559,722
Registered: October 10, 1989
Serial No.: 745,578
Filed: August 10, 1988

Mark: STAR TOP
Reg. No.: 1,579,966
Registered: January 30, 1990
Serial No.: 73/735,367
Filed: June 20, 1988

Mark: STARSTREAM
Reg. No.: 1,492,136
Registered: June 14, 1988
Serial No.: 692,615
Filed: October 30, 1987

Mark: STARCRAFT
Reg. No.: 1,529,604
Registered: March 14, 1989
Serial No.: 699,254
Filed: December 7, 1987

Mark: TIMBERLINE
Reg. No.: 2,095,107
Registered: September 9, 1997
Serial No.: 75/167,266
Filed: September 17, 1996

Mark: TIMBERLINE
Reg. No.: 2,135,073
Registered: February 3, 1998
Serial No.: 75/167,272
Filed: September 17, 1996

NDS01 RSK 102120

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

FEB 15 1995
ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

STARCRAFT AUTOMOTIVE CORPORATION

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

STARCRAFT CORPORATION

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is March 15, 1995.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Third day of March, 1995.


Deputy

FEB 15 1999

1990120776

ARTICLES OF AMENDMENT
OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STARCRAFT AUTOMOTIVE CORPORATION

The undersigned officer of **STARCRAFT AUTOMOTIVE CORPORATION** (the "Corporation"), existing pursuant to the Indiana Business Corporation Law, as amended (the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certifies the following facts:

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

ARTICLE I
AMENDMENT

Section 1. The date of incorporation of the Corporation is December 17, 1990.

Section 2. The name of the Corporation following this amendment to the Articles of Incorporation is **STARCRAFT CORPORATION**.

Section 3. The exact text of Article I of the Articles of Incorporation is now as follows:

"The name of the Corporation is Starcraft Corporation."

Section 4. The date of the amendment's adoption is February 16, 1995.

**RECEIVED
CORPORATIONS DIV.
95 MAR 3 P 1: 27
SUE A NINE GILROY**

ARTICLE II
MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors:

The Board of Directors of the Corporation duly adopted a resolution proposing that the Shareholders of the Corporation adopt the Amendment of the Articles of Incorporation and directing the submission of the Amendment of the Articles of Incorporation to a vote of the Shareholders of the Corporation. The resolution was adopted by a vote of the Board of Directors at a meeting held on June 25, 1994, at which a quorum of such Board was present.

Section 2. Action by Shareholders:

The Shareholders of the Corporation entitled to vote in respect of the Articles of Amendment adopted the proposed amendment. The amendment was adopted by a vote of such Shareholders during the Annual Meeting of Shareholders called by the Board of Directors. The result of such vote is as follows: Votes Entitled To Be Cast - 4,271,600; Votes Cast In Favor - 3,777,155; Votes Cast Against - 326,560; Abstentions and Non-Votes - 167,885.

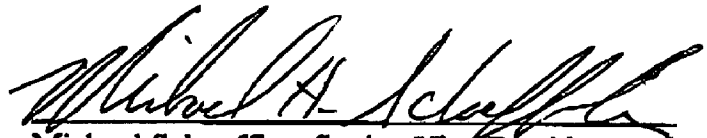
Section 3. Compliance with Legal Requirements:

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III
EFFECTIVE DATE OF AMENDMENT

The effective date of this amendment shall be March 15, 1995.

IN WITNESS WHEREOF, the undersigned officer executes these Amended Articles of Incorporation and certifies to the truth of the facts herein stated this 2nd day of February, 1995.


Michael Schoeffler, Senior Vice President and
Chief Financial Officer

INDS01 LGM 91433