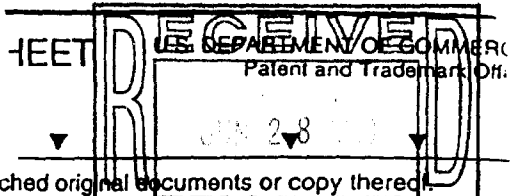


RECC

07-01-1999



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attached original documents or copy thereof

To the Honorable Commissioner of Patent and Trademark

1. Name of conveying party(ies):

APW Acquisition Corp.

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- 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: May 4, 1999

2. Name and address of receiving party(ies)

Name: Keystone Automotive Operations Midwest, In

Internal Address: Suite 1600

Street Address: 1201 Market Street

City: Wilmington State: DE ZIP: 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

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

A. Trademark Application No.(s)

75/234,412

B. Trademark Registration No.(s)

2,025,180
2,026,615
1,999,091

Additional numbers attached? Yes No

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

Name: Alexis D. Isztwan

Internal Address: Pepper Hamilton LLP

Street Address: 3000 Two Logan Square
18th and Arch Streets

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-1322

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

06/30/1999 DNGUYEN 00000301 161322 75234412

DO NOT USE THIS SPACE

01 FC-141 10.00 CH
02 FC-142 75.00 CH

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.

Alexis D. Isztwan
Name of Person Signing

Alexis D. Isztwan
Signature

6/24/99
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademark, Department of Commerce

TRADEMARK
REEL: 001922 FRAME: 0398

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "APW ACQUISITION CORP.", CHANGING ITS NAME FROM "APW ACQUISITION CORP." TO "KEYSTONE AUTOMOTIVE OPERATIONS MIDWEST, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 1999, AT 11:25 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

3018006 8100

991181982

AUTHENTICATION: 9733057

DATE: 05-10-99

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
APW ACQUISITION CORP.**

APW Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous consent in writing, adopted the following resolution:

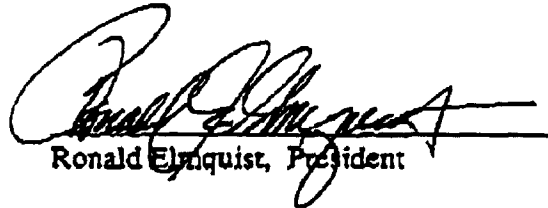
RESOLVED, that the Company amend Article 1 of the Certificate of Incorporation to read as follows:

"1. The name of the Corporation is Keystone Automotive Operations Midwest, Inc."

SECOND: That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by its President this 4th day of May A.D. 1999.


Ronald Elmquist, President