

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 8338.00000001

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Lund Industries, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Minnesota
 Other: _____

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

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

Lund International, Inc.
911 Lund Boulevard, Suite 100
Anoka, MN 55303-1090

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be 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: February 27, 2003

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

A. Trademark Application No.(s)/ Mark(s) See Schedule A	B. Trademark Reg. No.(s)/Mark(s) See Schedule B
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Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Scott W. Johnston
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 20


7. Total fee (37 CFR 3.41): \$515.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Scott W. Johnston  March 12, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Do not detach this portion

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

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

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, PKC2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

SCHEDULE A

Serial No.	Mark
78/180,542	DESIGN ONLY
78/180,538	LUND INTERNATIONAL and Design
76/302,317	LUND INTERNATIONAL
76/213,166	LUND INTERNATIONAL and Design
73/503,304	DESIGN ONLY
74/587,774	DESIGN ONLY

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SCHEDULE B

Registration No.	Mark
2,551,012	RUNNERS
2,486,010	CONTENDERS
2,486,009	TRIDENT
2,553,224	LUND INTERNATIONAL
2,172,381	DESIGN ONLY
2,073,272	LUND
1,653,602	MOONVISOR
1,581,394	COLD FRONT
1,542,431	LUND and Design
1,452,054	FASTBACK
1,518,563	DESIGN ONLY
1,417,397	AIRFORCE
1,379,094	LUND SURVIVOR and Design
1,359,104	BIG BUGGER and Design

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LUND ACQUISITION CORP.", A MINNESOTA CORPORATION,

"LUND INDUSTRIES, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "LUND INTERNATIONAL, INC." UNDER THE NAME OF

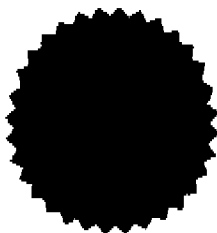
"LUND INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING

UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED

IN THIS OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003, AT

9:35 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3586847 8100M

AUTHENTICATION: 2279725

030128454

DATE: 02-27-03

TRADEMARK
REEL: 2617 FRAME: 0112

FROM LEONARD STREET & DEINARD

(THU) 2/27/03 7:49/ST. 7:45/NO. 4261040214 P 23

**CERTIFICATE OF MERGER
OF
LUND INDUSTRIES, INC.,
LUND ACQUISITION CORP.
AND
LUND INTERNATIONAL, INC.**

In accordance with Section 252 of the General Corporation Law of the State of Delaware (the "Delaware GCL"), and Section 302A.615 of the Minnesota Business Corporation Act (the "MBCA"), the undersigned officers of Lund International, Inc., a Delaware corporation, Lund Industries, Inc., a Minnesota corporation, and Lund Acquisition Corp., a Minnesota corporation (together, the "Constituent Corporations"), do hereby make and execute this Certificate of Merger:

ARTICLE I

Constituent Corporations and Surviving Corporation

The names of the constituent corporations in the merger (the "Merger") are Lund International, Inc., Lund Industries, Inc., and Lund Acquisition Corp.

The Surviving Corporation is Lund International, Inc.

ARTICLE II

Approval of the Merger

The Agreement and Plan of Merger by and among the parties dated February 21 2003, has been approved, adopted, certified, executed and acknowledged by the boards of directors and stockholders of each of the Constituent Corporations, in accordance with Section 252 of the Delaware GCL and Section 302A.613 of the MBCA.

ARTICLE III

Effective Date

The Merger shall be effective on February 21 2003, following the filing of this Certificate of Merger with the offices of the Delaware Secretary of State and the Minnesota Secretary of State, pursuant to the Delaware GCL and the MBCA.

ARTICLE IV

Amendment of Certificate of Incorporation

Following the Merger, the Certificate of Incorporation of Lund International, Inc. shall be the Certificate of Incorporation of the surviving corporation.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:35 AM 02/27/2003
030128454 - 3586347

FROM LEONARD STREET & DEINARD

(THU) 2.27.03 7:50/ST. 7:45/NO. 4261040214 P 24

ARTICLE V

Agreement and Plan of Merger

The Merger shall be effectuated pursuant to the Agreement and Plan of Merger, which is filed herewith with the Minnesota Secretary of State and shall remain on file at the offices of Lund International, Inc., at 911 Lund Boulevard, Suite 100, Anoka, MN 55303. A copy of the Agreement and Plan of Merger shall be furnished by the surviving corporation upon request and without cost, to any stockholder of ~~either~~ of the Constituent Corporations.

ARTICLE VI

Consent to Service of Process

Lund International, Inc., as the Surviving Corporation, hereby agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent organization and in a proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against Lund International, Inc.

Lund International, Inc. hereby irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding. Any such process may be forwarded to Lund International, Inc., Attention Carole Grossman, 911 Lund Boulevard, Suite 100, Anoka, MN 55303.

Lund International, Inc. hereby agrees that it will promptly pay to the dissenting Shareholders of each domestic constituent corporation the amount, if any, to which they are entitled under Minnesota Statutes Section 302A.473.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Certificate of Merger to be signed by its officer thereunto duly authorized this 27 day of February, 2003.


LUND INTERNATIONAL, INC.

By: 
Dennis Vollmershausen
President and Chief Executive Officer

LUND INDUSTRIES, INCORPORATED

By: 
Dennis Vollmershausen
President and Chief Executive Officer

LUND ACQUISITION CORP.

By: 
Dennis Vollmershausen
President and Chief Executive Officer