

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):
DFM Corp.

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

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

2. Name and address of receiving party(ies):
**DFM Corp.
1275 Sherman Drive
Longmont, CO 80501**

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: February 27, 2003

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

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

A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s)

See Schedule A See Schedule B

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**

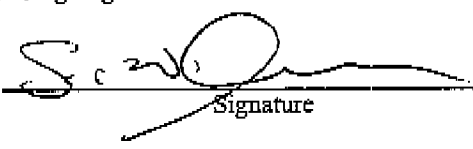
6. Total number of applications and trademarks involved: **41**

7. Total fee (37 CFR 3.41): \$1,040.00
 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, PK2-1000C, 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
75/354,608	YOU BOUGHT THE TRUCK! NOW BUY THE ACCESSORIES!
75/293,440	OUTBACK
74/676,167	SIDEWINDOW DEFLECTOR
74/598,900	VENT SHIELD
74/262,644	PINNACLE
73/436,983	SOLAR SHIELDS

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SCHEDULE B

Registration No.	Mark
2,277,886	TAILGATOR
1,984,495	ULTIMA
2,051,089	MAGNUM
2,019,503	SPORT STEPS
1,737,589	MIRAGE
1,468,961	AERO-TRIM
1,407,621	SPORT SHIELD
1,259,360	SUNCAP
1,213,233	MERA
1,213,232	MERA and Design
1,212,349	DEBUG-SHIELD and Design
1,218,315	TAIL-GATOR and Design
752,829	DEFLECTA-SHIELD
1,881,406	SPORT BOARDS
1,857,248	CRUISER LITES
1,664,045	AT2000
1,631,506	HOOD HUGGER
1,603,626	AERO-BRA
1,550,887	JAMMI
1,530,776	EURO SHIELD
1,535,245	LOGO-SCRIPTS
1,519,425	WINTER SHIELD
1,515,311	BUG JAMMER
1,515,310	DE-BUG SCREEN
1,515,309	SIDE JAMMER
1,514,526	VENTA-LATOR
1,507,031	OUR SHIELDS FIT LIKE A GOOD PAIR OF JEANS
1,512,168	THE CAB CADDY and Design
1,496,329	HIGH COMFORT
1,453,134	TUFF TURF
1,385,158	TRIM-A-SHIELD
1,402,054	WE BUST BUGS and Design
1,392,017	DEFLECTA-SHIELD THE ORIGINATOR...NOT AN IMITATOR and Design
1,384,181	IT'S QUALITY THAT SETS US APART
1,264,880	VARYCARRIER and Design

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Delaware

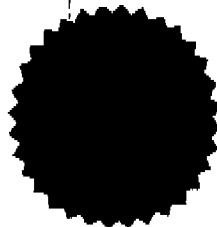
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The First State

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:

"DFM CORP.", A IOWA CORPORATION,
WITH AND INTO "DFM CORP." UNDER THE NAME OF "AUTOTRON ACCESSORIES, 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 9:36 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

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030128558

AUTHENTICATION: 2279651

DATE: 02-27-03

TRADEMARK
REEL: 2617 FRAME: 0127

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS & DEINARD
FILED 03-08-APR 27 2003
030128558 - 3624561

(THU) 2.27.03 7:50/ST. 7:45/NO. 4261040214 P 27

**CERTIFICATE OF MERGER
OF
DFM CORP., A DELAWARE CORPORATION
AND
DFM CORP., AN IOWA CORPORATION**

In accordance with Section 252 of the General Corporation Law of the State of Delaware (the "Delaware GCL"), and Section 490.1106 of the Iowa Business Corporation Act (the "IBCA"), the undersigned officers of DFM Corp., a Delaware corporation, and DFM Corp., an Iowa 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 DFM Corp., a Delaware corporation, and DFM Corp., an Iowa corporation.

The Surviving Corporation is DFM Corp., a Delaware corporation.

ARTICLE II

Approval of the Merger

The Agreement and Plan of Merger by and among the Constituent Corporations dated February 27, 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 490.1104 of the IBCA and in accordance with the respective Certificate of Incorporation or Articles of Incorporation and Bylaws of each of the Constituent Corporations.

ARTICLE III

Effective Date

The Merger shall be effective on February 27, 2003, following the filing of this Certificate of Merger with the offices of the Delaware Secretary of State and the Iowa Secretary of State, pursuant to the Delaware GCL and the IBCA.

ARTICLE IV

Amendment of Certificate of Incorporation

Following the Merger, the Certificate of Incorporation of DFM Corp., a Delaware corporation, as amended in the Agreement and Plan of Merger to change the name of DFM Corp.

FROM LEONARD STREET & DEINARD

to Autotron Accessories, Inc., shall be the Certificate of Incorporation of the surviving corporation.

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 Iowa 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.

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

DFM CORP.
a Delaware corporation

By: 
Dennis Vollmershausen
President and Chief Executive Officer

DFM CORP.
an Iowa corporation

By: 
Dennis Vollmershausen
President and Chief Executive Officer