

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G B338.00000001

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):
Auto Ventshade Company

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
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) 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

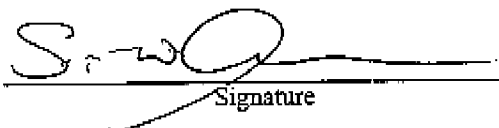
6. Total number of applications and trademarks involved: 20

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, PK2-1600C, 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
78/183,797	SUNFLECTOR
76/305,750	PERFORMANCE FIT
75/556,790	DESIGN ONLY
74/638,451	SUNFLECTOR
74/431,793	THE EXTERMINATOR

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SCHEDULE B

Registration No.	Mark
2,169,476	CARFLECTOR
2,114,676	AEROSHADE
2,100,494	TAIL SHADES
1,982,514	STEPSHIELD II
1,858,525	BUGFLECTOR II
1,840,455	BUGFLECTOR
1,711,548	STEPSHIELD
1,703,109	WINDFLECTOR
1,645,135	AEROVISOR
1,555,696	EZ SHADE and Design
1,190,621	VENTSHADE
1,121,806	VENTVISOR
569,872	VENTSHADE and Design
1,643,539	BIG DUDE
1,643,538	BIG DUDE and Design

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Delaware

PAGE 1

The First State

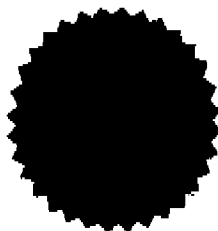
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AUTO VENTSHADE COMPANY", A DELAWARE CORPORATION,

"DEFLECTA-SHIELD CORPORATION", A DELAWARE 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 9:34 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: 2279711

030128242

DATE: 02-27-03

TRADEMARK
REEL: 2617 FRAME: 0133

FROM LEONARD STREET & DEINARD

(THU) 2.27.03 7:49/ST. 7:45/NO. 4261040214 P 20

**CERTIFICATE OF MERGER
OF
AUTO VENTSHADE COMPANY,
DEFLECTA-SHIELD CORPORATION
AND
LUND INTERNATIONAL, INC.**

In accordance with Section 251 of the General Corporation Law of the State of Delaware (the "Delaware GCL"), the undersigned officers of Auto Ventshade Company, a Delaware corporation; Deflecta-Shield Corporation, a Delaware corporation and Lund International, Inc., a Delaware 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 Auto Ventshade Company; Deflecta-Shield Corporation and Lund International, Inc.

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 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 251 of the Delaware GCL.

ARTICLE III

Effective Date

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

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.

2286994

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:34 AM 02/27/2003
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FROM LEONARD STREET & DEINARD

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ARTICLE V

Agreement and Plan of Merger

The Merger shall be effectuated pursuant to the Agreement and Plan of Merger, which is 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 each of the Constituent Corporations.

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.

AUTO VENT SHADE COMPANY

By: 

Dennis Vollmershausen
President

DEFLECTA SHIELD CORPORATION

By: 

Dennis Vollmershausen
President and Chief Executive Officer

LUND INTERNATIONAL, INC.

By: 

Dennis Vollmershausen
President and Chief Executive Officer