

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 08338.00000001

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):
Belmor Autotron Corp.

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):
**Belmor Products, Inc.
6460 West Cortland Avenue
Chicago, IL 60707**

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)
See Schedule A

B. Trademark Reg. No.(s)/Mark(s)
See Schedule B

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: **13**

7. Total fee (37 CFR 3.41): **\$340.00**
 Enclosed
 Authorized to be charged to deposit account

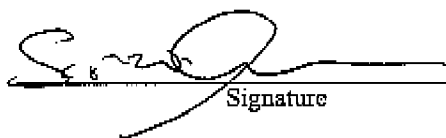
8. Please charge any additional fees or credit any overpayments to our Deposit account number: **13-2725**

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
Name of Person Signing



Signature

March 12, 2003
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, PIC-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
74/555,669	THERMOFRONT
74/423,044	AEROSHIELD PLUS
74/421,657	AEROSHIELD II
74/413,253	AEROSHIELD
74/413,252	AEROSHIELD III

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SCHEDULE B

Registration No.	Mark
2,653,867	BELMOR
2,632,236	DP DRIVER'S PRIDE HEAVY TRUCK ACCESSORIES and Design
2,468,355	ROCKSTOPPER
2,468,354	COLDSTOPPER
2,556,649	BUGSTOPPER
2,206,199	THERMOFRONT
1,494,135	MUSTACHE SHIELD
1,502,107	AERO MASK

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Delaware

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The First State

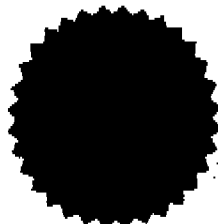
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BELMOR PRODUCTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF NOVEMBER, A.D. 1993, AT 2:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BELMOR AUTOTRON CORP." TO "BELMOR PRODUCTS, INC.", FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003, AT 9:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2358760 8310

AUTHENTICATION: 2279182

030128045

DATE: 02-27-03

TRADEMARK
REEL: 2617 FRAME: 0139

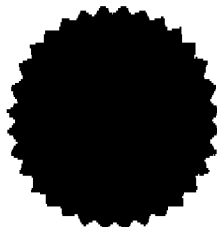
Delaware

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 AMENDMENT OF "BELMOR AUTOTRON CORP.", CHANGING ITS NAME FROM "BELMOR AUTOTRON CORP." TO "BELMOR PRODUCTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003, AT 9:31 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

2358760 8100

030128045

AUTHENTICATION: 2279176

DATE: 02-27-03

TRADEMARK
REEL: 2617 FRAME: 0140

FROM LEONARD STREET & DEINARD

(THU) 2.27.03 7:47/ST. 7:45/NO. 4261040214 P 7

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
BELMOR AUTOTRON CORP.**


I, Dennis Vollmershausen, the Chief Executive Officer of Belmor Autotron Corp., a Delaware corporation (the "Corporation"), do hereby certify that by Joint Resolutions of the Board of Directors and the sole stockholder of the Corporation ~~effective as of~~ ^{adopted} February 27, 2003, the following resolutions were adopted pursuant to Sections 141(f) and 228 of the General Corporation Law of the State of Delaware (the "Delaware GCL"):

RESOLVED, that pursuant to Section 242 of the Delaware GCL, **ARTICLE FIRST** of the Certificate of Incorporation of the Corporation be, and it is hereby is, amended and restated to read, in its entirety, as follows:

ARTICLE FIRST: The name of the corporation is Belmor Products, Inc.

RESOLVED, FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized, empowered and directed to execute and deliver such certificates and other instruments, and take such other actions, as are necessary to carry out the foregoing resolutions.

IN WITNESS WHEREOF, I have hereto set my hand this 27th day of February, 2003.


Dennis Vollmershausen
Chief Executive Officer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:31 AM 02/27/2003
030128045 - 2358760

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