

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
- General Partnership
- Corporation-State of Iowa
- 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: **February 27, 2003**

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

**DFM Corp.
1275 Sherman Drive
Longmont, CO 80501**

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

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)

2,228,036 2,325,302 2,421,626

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: **3**

7. Total fee (37 CFR 3.41): **\$95.00**
 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 17, 2003
Date

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

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, PK2-100/IC, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Delaware

PAGE 1

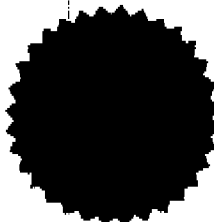
The First State

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:

"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

3624561 8100M

AUTHENTICATION: 2279651

030128558

DATE: 02-27-03

TRADEMARK
REEL: 2618 FRAME: 0596

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:03:17:03
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**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.

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to Antotron 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 thereunto 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