

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):
Deflecta-Shield Corporation

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)
76/486,440 (TRAILBACK)

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

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

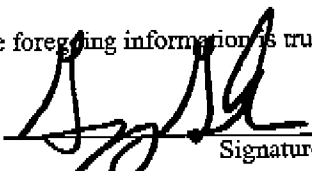
6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 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.

Gregory C. Golla  July 17, 2003
 Name of Person Signing Signature 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, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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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

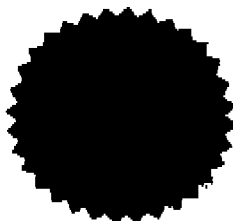
"LUND INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING

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

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030128242

AUTHENTICATION: 2279711

DATE: 02-27-03

TRADEMARK
REEL: 002685 FRAME: 0310

FROM LEONARD STREET & DEINARD

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**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.

228699-1

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 27th 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