



08-20-2003



102529384

9-18-03

August 12, 2003

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

TRADEMARKS ONLY

OUR FILE NO. 20020379

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:
Auto Ventshade Company

- Individual(s) Association
General Partnership Limited Partnership
X Corporation-State of Delaware
Other

2. Name and Address of Party(ies) receiving an interest:
Name: Lund International, Inc.
Street Address: 911 Lund Blvd.
City: Anoka
State: Minnesota Zip: 55303

2003 AUG 18 PM 1:12
OPR/FINANCE

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

If assignee is not domiciled in the United States, a domestic representative designated is attached: Yes No
(Designation must be a separate document from Assignment)

3. Nature of Conveyance:
Assignment X Merger
Security Agreement Change of Name
Other

Execution Date: February 27, 2003

08/19/2003 10:01:00 AM 00000125 76483311
01 FC:0521 40.00 UP

August 12, 2003

Page 2

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/483,311
B. Trademark Registration No.(s)
5. Name and address of party of whom correspondence concerning document should be mailed:
Name: James T. Nikolai, Esq.
NIKOLAI & MERSEREAU, P.A.
Street Address: 900 Second Avenue South, #820
City: Minneapolis State: MN Zip: 55402-3325
6. Number of applications and registrations involved:
7. Total Fee (37 CFR 3.41): \$40.00
X A check is enclosed.
8. The Commissioner is authorized to charge any fees or refund any overpayment under 37 CFR 2.6 which may be required by this paper to Deposit Account No. 08-1265.

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.

James T. Nikolai
Name of Person Signing

James T Nikolai
Signature

Date: 8/13/03

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

**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.

228989M

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:38 AM 02/27/2003
030128262 - 3586847

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: [Signature]
Dennis Vollmershausen
President

DEFLECTA-SHIELD CORPORATION

By: [Signature]
Dennis Vollmershausen
President and Chief Executive Officer

LUND INTERNATIONAL, INC.

By: [Signature]
Dennis Vollmershausen
President and Chief Executive Officer