

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | MERGER |
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| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Directed Audio, Inc. | | 03/10/2004 | CORPORATION: CALIFORNIA |

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|----------------------|----------------------------|
| RECEIVING PARTY DATA | |
| Name: | Directed Electronics, Inc. |
| Street Address: | 1 Viper Way |
| Internal Address: | Attn: Legal Department |
| City: | Vista |
| State/Country: | CALIFORNIA |
| Postal Code: | 92081 |
| Entity Type: | CORPORATION: CALIFORNIA |

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|---------------------------|---------|------------|
| PROPERTY NUMBERS Total: 1 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 2154226 | POWERCLASS |

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| CORRESPONDENCE DATA | |
| Fax Number: | (760)599-1389 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | (760) 598-6200 |
| Email: | christie.biggs@directed.com |
| Correspondent Name: | Directed Electronics, Inc. |
| Address Line 1: | 1 Viper Way |
| Address Line 2: | Attn: Legal Department |
| Address Line 4: | Vista, CALIFORNIA 92081 |

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| NAME OF SUBMITTER: | Crystal Biggs |
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Total Attachments: 6
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 18, 2004

CORPORATION SERVICE COMPANY
TALLAHASSEE, FL

The Articles of Merger were filed on May 17, 2004, for DIRECTED ELECTRONICS, INC., the surviving California entity not authorized to transact business in Florida.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H04000106891.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Darlene Connell
Document Specialist
Division of Corporations

Letter Number: 704A00034691

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

TRADEMARK
REEL: 002946 FRAME: 0751

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on May 17, 2004, for DIRECTED ELECTRONICS, INC., the surviving California entity not authorized to transact business in Florida, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H04000106891. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

Authentication Code: 704A00034691-051804-P01000112783-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Eighteenth day of May, 2004



Glenda E. Hood

Glenda E. Hood
Secretary of State

TRADEMARK

REEL: 002946 FRAME: 0752

ARTICLES OF MERGER
of
DIRECTED AUDIO, INC., a Florida corporation
into
DIRECTED ELECTRONICS, INC., a California

Pursuant to the provisions of Sections 607.1101, 607.1103, 607.1104, 607.1105, and 607.1107 of the Florida Business Corporation Act, Directed Audio, Inc., a Florida corporation ("Directed Audio") and Directed Electronics, Inc., a California corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging Directed Audio with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of capital stock of Directed Audio are held by the Surviving Corporation.

First: The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1104 of the Florida Business Corporation Act, is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

Second: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

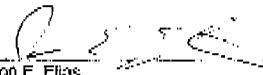
Third: The Plan of Merger was adopted by the Board of Directors of Directed Audio at a meeting held on March 10, 2004. Approval of the sole shareholder of Directed Audio was not required.

Fourth: The Plan of Merger was adopted by the Board of Directors and the sole shareholder of the Surviving Corporation at a joint meeting held on March 10, 2004.

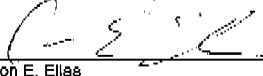
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IN WITNESS WHEREOF, each of Directed Audio and the Surviving Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officers, on this 10 day of March, 2004.

DIRECTED AUDIO, INC.

By: 
Name: Jon E. Elias
Title: Vice President

DIRECTED ELECTRONICS, INC.

By: 
Name: Jon E. Elias
Title: Vice President

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EXHIBIT A

Plan of Merger

See attached.

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**PLAN OF MERGER
MERGING
DIRECTED AUDIO, INC.
WITH AND INTO
DIRECTED ELECTRONICS, INC.**

This Plan of Merger has been prepared in accordance with Section 1110 of the California Corporations Code and Section 607.1104 of the Florida Business Corporation Act.

1. Directed Electronics, Inc. ("Parent"), which is a business corporation of the State of California and the parent corporation and owner of all of the outstanding shares of Directed Audio, Inc. ("Directed Audio"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Directed Audio into Parent, with Parent surviving the merger, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Parent.

2. The separate existence of Directed Audio shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. Parent shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and liabilities and debts of Directed Audio at the effective time and date of the merger.

4. The issued shares of Directed Audio shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

This Plan of Merger was adopted and approved by (i) the Board of Directors of Directed Audio, Inc., (ii) the Board of Directors of Directed Electronics, Inc., and (iii) the sole shareholder of Directed Electronics, Inc., at a joint meeting held on March 10, 2004.

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