

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/10/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Directed Audio, Inc.		03/10/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	Directed Electronics, Inc.
Street Address:	One Viper Way
City:	Vista
State/Country:	CALIFORNIA
Postal Code:	92083
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2815991	COBALT
Registration Number:	2154226	POWERCLASS
Registration Number:	2324714	WIRED
Registration Number:	1846616	XTREME
Registration Number:	2763024	ORION
Registration Number:	1595043	THE HOTT SET-UP
Registration Number:	1578706	
Registration Number:	1560581	A/D/S/
Registration Number:	1339028	SCINTILLA
Registration Number:	1231758	ADS

CORRESPONDENCE DATA

Fax Number: (602)445-8643

CH \$265.00 2815991

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 602 445-8382
Email: stearnss@gtlaw.com
Correspondent Name: Susan Daly Stearns
Address Line 1: 2375 East Camelback Road
Address Line 2: Suite 700
Address Line 4: Phoenix, ARIZONA 85016

NAME OF SUBMITTER:	Susan Daly Stearns
Signature:	/Susan Daly Stearns/
Date:	03/15/2005

Total Attachments: 13

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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: 003047 FRAME: 0040

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

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.

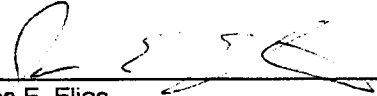
Third: The Plan of Merger was adopted by the Board of Directors of Directed Audio at a meeting held on March 10, 2004. Approval of the sole shareholder of Directed Audio was not required.

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.

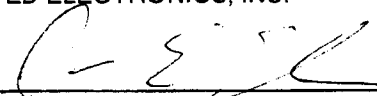
By: 
Name: Jon E. Elias
Title: Vice President

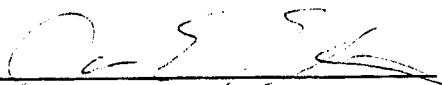
EXHIBIT A

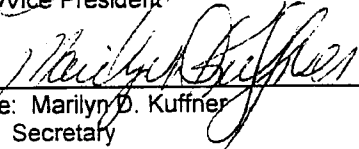
Plan of Merger

See attached.


IN WITNESS WHEREOF, the undersigned officers of Directed Audio, Inc. and Directed Electronics, Inc. acknowledge that the facts stated herein are true.

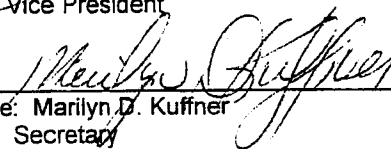
DIRECTED AUDIO, INC.

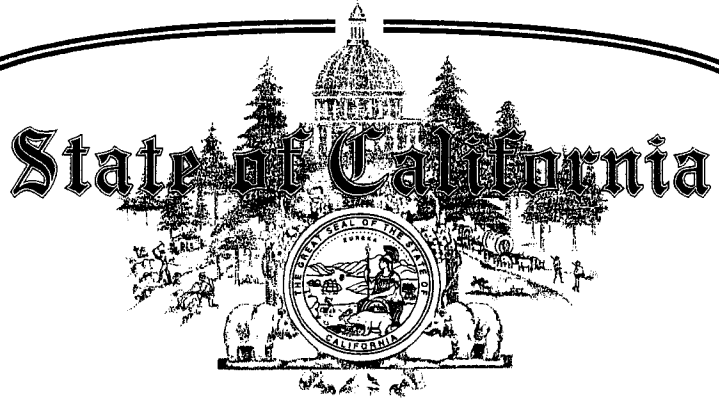
By: 
Name: Jon E. Elias
Title: Vice President

By: 
Name: Marilyn D. Kuffner
Title: Secretary

DIRECTED ELECTRONICS, INC.

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

By: 
Name: Marilyn D. Kuffner
Title: Secretary



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 18 2004



Kevin Shelley
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY 17 2004

KEVIN SHELLEY
Secretary of State

**CERTIFICATE OF OWNERSHIP
MERGING
DIRECTED AUDIO, INC.,
a Florida corporation
INTO
DIRECTED ELECTRONICS, INC.,
a California corporation**

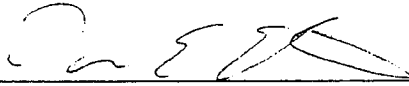
We, Jon E. Elias, the Vice President and Marilyn D. Kuffner, the Secretary of Directed Electronics, Inc. (the "Corporation"), do hereby certify that:

1. We are the Vice President and the Secretary of the Corporation, respectively.
2. The Corporation is duly organized and existing under the laws of the state of California.
3. The Corporation owns one hundred percent (100%) of the outstanding shares of Directed Audio, Inc., a corporation duly organized and existing under the laws of the state of Florida, and the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
4. The plan of merger for the merger (the "Plan of Merger"), is attached hereto as Exhibit A, which is incorporated herein and constitutes part of this Certificate of Ownership.
5. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of Directed Electronics, Inc. at a joint meeting held on the 10th day of March, 2004.

[The remainder of this page intentionally left blank]

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of his/her own knowledge.

Executed this 10 day of March, 2004.

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

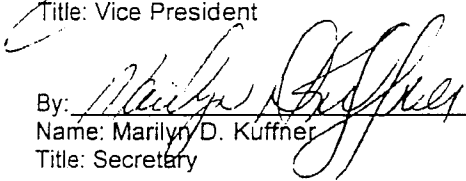
By: 
Name: Marilyn D. Kuffner
Title: Secretary

EXHIBIT A

Plan of Merger

(Attached)

**PLAN OF MERGER
MERCING
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.

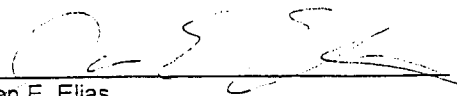
4. The issued shares of Directed Audio shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

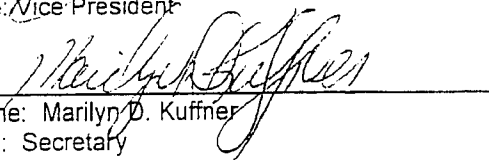
5. The Board of Directors and the proper officers of Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry 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.

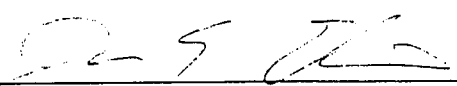
IN WITNESS WHEREOF, the undersigned officers of Directed Audio, Inc. and Directed Electronics, Inc. acknowledge that the facts stated herein are true.

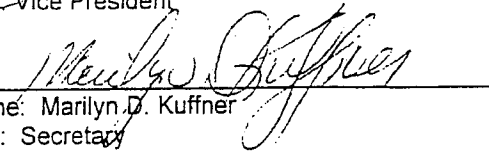
DIRECTED AUDIO, INC.

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

By: 
Name: Marilyn D. Kuffner
Title: Secretary

DIRECTED ELECTRONICS, INC.

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

By: 
Name: Marilyn D. Kuffner
Title: Secretary

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