

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Fey Automotive Products, Inc.		12/21/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Westin Automotive Products, Inc.
Street Address:	5200 North Irwindale Avenue
Internal Address:	Suite 220
City:	Irwindale
State/Country:	CALIFORNIA
Postal Code:	91706
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1085290	TUFF-BAR
Registration Number:	1950620	SURESTEP
Registration Number:	1957347	QUAD TUBE
Registration Number:	1948422	DIAMONDDSTEP
Registration Number:	1950621	CONTOUR
Registration Number:	1520784	FEY

**CORRESPONDENCE DATA**

Fax Number: (612)339-4181  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612-349-8790  
 Email: rgmiest@rkmc.com  
 Correspondent Name: Ryan G. Miest

OP \$165.00 1085290

Address Line 1: 2800 LaSalle Plaza  
Address Line 2: 800 LaSalle Avenue  
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	028246.0018
NAME OF SUBMITTER:	Ryan G. Miest
Signature:	/Ryan G. Miest/
Date:	05/02/2007

**Total Attachments: 24**

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### ASSIGNMENT OF TRADEMARKS

This Assignment and Assumption of Trademarks (the "Assignment") executed as of December 21, 2004 by Fey Automotive Products, Inc., a Delaware corporation (the "Assignor") in favor of Wedgestone Corporation, a Delaware corporation (the "Assignee").

Assignor, as part of its sale of assets to Assignee under the Asset Transfer Agreement, dated as of August 3, 2004, between Assignor and Assignee (the "Asset Transfer Agreement"), hereby assigns, transfers and conveys to Assignee all of Assignor's right, title and interest in and to the trademarks and all other intellectual property rights of any kind embodied in, associated with or relating in any way to the below listed trademarks, and any and all marketing and other materials of any kind, including any and all adaptations and versions thereof, referring or pertaining to any and all products marketed by Assignor under the names listed below, together with all of the goodwill associated with the business of Assignor relating to the foregoing trademarks, and together with any and all rights and claims deriving from the foregoing.

TRADEMARKS:	REG NO	DATE FILED
TUFF-BAR	1,085,290	1/29/98
Surstep	1,950,620	1/23/96
Quad Tube	1,957,347	2/20/96
Diamondstep	1,948,422	1/16/96
Contour	1,950,621	1/23/96
Fey	1,520,784	1/17/89

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the date first above written.

ASSIGNOR:

FEY AUTOMOTIVE PRODUCTS, INC.,  
A Delaware corporation

By: 

Name: David L. Sharp  
Its: Chief Executive Officer

--

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WESTIN AUTOMOTIVE PRODUCTS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1994, AT 3:30 O'CLOCK P.M.

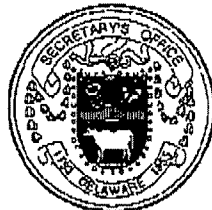
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "WEDGESTONE AUTOMOTIVE CORP." TO "WEDGESTONE CORPORATION", FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 1998, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF JULY, A.D. 2003, AT 6:17 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 12:56 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "WEDGESTONE CORPORATION" TO "WESTIN AUTOMOTIVE PRODUCTS, INC.", FILED THE THIRD DAY OF JANUARY, A.D. 2005, AT 7:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "WESTIN AUTOMOTIVE PRODUCTS, INC.".



2436138 8100H

060660921

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4894016

DATE: 07-12-06

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:30 PM 09/29/1994  
944185124 - 2435138

CORP

617 482 9807 P.02/02

**CERTIFICATE OF INCORPORATION**

**OF**

**A CLOSE CORPORATION**

- 1. The name of the corporation is **Wedgestone Automotive Corp.**
- 2. The address of its registered office in the State of Delaware is **Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.**
- 3. The nature of the business or purposes to be conducted or promoted is:  
  
To engage in any lawful act or activity for which corporations may be organized under the general law of Delaware.
- 4. The total number of shares of stock which the corporation shall have authority to issue is **three thousand (3,000.00); all of such shares shall be without par value.**

The designations and the powers, preferences and rights, and the qualifications; limitations or restrictions thereof are as follows:

Shares of stock of this corporation are to be issued and held by each and every stockholder of this corporation upon and subject to the following terms and conditions:

All of the issued and outstanding stock of all classes shall be represented by certificates and shall be held of record by not more than thirty persons, as defined in section 342 of the General Corporation Law; and the corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time; and the consent of the directors of the corporation shall be required to approve the issuance or transfer of any shares as being in compliance with the foregoing restrictions.

- 5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Jeffrey Goldstein	520 Madison Avenue, New York, New York 10022

(DEL. - 1711 - 4/25/90)

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6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of the dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporation, as its board of directors shall deem expedient and for the best interests of the corporation.

(DEL. - 1711 - 4/25/90)

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8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be written ballot unless the by-laws of the corporation shall so provide.

9. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or on any credit or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

10. (a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful.

(b) Expenses (including attorney's fees) incurred in defending any civil, criminal, administrative or investigative action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent) be paid by the

Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Paragraph

(c) The indemnification and other rights set forth in this Paragraph shall not be exclusive of any provisions with respect thereto in the by-laws or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(d) Neither the amendment nor repeal of this paragraph 10, subparagraph (a), (b) or (c), nor the adoption of any provision of this Certificate of Incorporation inconsistent with paragraph 10, subparagraph (a), (b) or (c), shall eliminate or reduce the effect of this paragraph 10, subparagraphs (a), (b) and (c), in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this paragraph 10, subparagraph (a), (b) or (c), if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(e) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (A) shall be liable under Section 174 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (B) shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the Corporation or its stockholders;
- (ii) shall not have acted in such good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or knowing violation of law; or
- (iv) shall have derived an improper personal benefit.

If the General Corporation Law of the State of Delaware is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

(DEL. - 1711 - 4/25/90)

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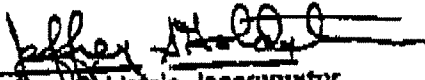


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; 9-28-94 : 8:28PM ;  
NY: BOSTON, MA

P.3

11. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hands this  
.1994.

  
Jeffrey Goldstein, Incorporator

(DEL. - 1711 - 4/28/90)

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**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
WEDGESTONE AUTOMOTIVE CORP**

Wedgestone Automotive Corp, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Wedgestone Automotive Corp be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

**ARTICLE I**

The name of this corporation shall be Wedgestone Corporation.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Wedgestone Automotive Corp has caused this certificate to be signed by Eric H. Lee, its Secretary, this 20<sup>th</sup> day of November, 1998.

WEDGESTONE AUTOMOTIVE CORP

  
Eric H. Lee, Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:30 AM 11/30/1998  
981456714 - 2436138

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CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
WEDGESTONE CORPORATION

Wedgestone Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Wedgestone Corporation be amended by changing Article IV thereof so that, as amended, said Article shall be and read as follows:

ARTICLE IV

The total authorized number of shares which the corporation shall have authority to issue is Three Hundred Thousand (300,000) shares of One Cent (\$.01) par value per share common capital stock.

SECOND: That in lieu of a meeting and vote of stockholders, all of the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Wedgestone Corporation has caused this certificate to be signed by Eric H. Lee, its Secretary, this 25th day of February, 1999.

WEDGESTONE CORPORATION

  
Eric H. Lee, Secretary

1303281.1

FROM CORPORATION TRUST WILM. TEAM #2

12/28/2004 21:25 626-337-3651

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:54 PM 12/30/2004  
FILED 12:56 PM 12/30/2004  
SRV 040953397 - 2436138 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
WESTIN AUTOMOTIVE PRODUCTS, INC.,  
(a Delaware corporation)  
WITH AND INTO  
WEDGESTONE CORPORATION,  
(a Delaware corporation)**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Wedgestone Corporation, a Delaware corporation (the "Company" or "Parent"), hereby certifies as follows:

- FIRST:** Parent was incorporated on September 29, 1994, Pursuant to the DGCL.
- SECOND:** Parent owns all of the outstanding shares of each class of stock of Westin Automotive Products, Inc., a Delaware corporation ("Subsidiary").
- THIRD:** Parent, by the following resolutions of its Board of Directors, duly adopted by written action on December 28, 2004, determined to merge Subsidiary into itself:

**RESOLVED:**

The directors of the Parent hereby determine that the merger of Parent with Subsidiary upon the terms and conditions set forth in the Agreement and Plan of Merger (the "Agreement") is advisable and generally to the advantage and for the benefit of the Parent and its sole stockholder.

**FURTHER  
RESOLVED:**

The Agreement and the merger therein provided for be, and the same are hereby, adopted and approved, and the execution of said Agreement by the proper officers of the Parent is hereby approved and authorized.

**FURTHER  
RESOLVED:**

It is the intent of the directors of the Parent that the merger constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

**FURTHER  
RESOLVED:**

The directors and officers of the Parent be, and they hereby are, authorized and directed to execute, deliver, file and/or record such instruments and

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PAGE.02

documents, including, without limitation, a Certificate of Ownership and Merger, and to take all actions as shall be required by law or which the directors and officers deem necessary or advisable to fully carry out the intent and purposes of the Agreement and to accomplish the merger pursuant to the provisions of the laws of the State of Delaware.

**FOURTH:** The merger shall become effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

**FIFTH:** As set forth in the aforementioned Agreement and Plan of Merger, at the Effective Time:

- a. All the presently outstanding shares of capital stock of Subsidiary shall be cancelled, and no consideration will be delivered therefor.
- b. Each share of the capital stock of Parent issued and outstanding immediately prior to the Effective Time shall continue unchanged as the outstanding shares of the Parent, the surviving corporation.

**SIXTH:** The Certificates of Incorporation and Bylaws of Parent shall be the Certificate of Incorporation and Bylaws for the surviving corporation following the Effective Time.


**SEVENTH:** The officers and directors of Parent shall be the officers and directors of the surviving corporation at and after the Effective Time until their subsequent resignation or removal in accordance with the Bylaws of the surviving corporation and applicable law.

**EIGHTH:** The proposed merger of Subsidiary into Parent has been approved by Parent, the owner of all of the outstanding stock of Subsidiary, in accordance with the DGCL.

\*\*\*\*\*

IN WITNESS WHEREOF, Parent has executed and acknowledged this Certificate as of the 27 day of December, 2004.

WEDGESTONE CORPORATION,  
a Delaware corporation

  
\_\_\_\_\_  
Eric H. Lee  
Chief Financial Officer

FROM CORPORATION TRUST WILM. TEAM #2

(MON) 1. 3' 05 19:28/ST. 19:26/NO. 4863796391 P 2

State of Delaware  
11/30/2004  
Secretary of State: 34  
Division of Corporations  
Delivered 07:27 PM 01/03/2005  
FILED 07:20 PM 01/03/2005  
SRV 050003230 - 2436138 FILE

626-337-3651

WEDGES LINE

PAGE 02

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
WEDGESTONE CORPORATION**

Wedgestone Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Wedgestone Corporation be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

**ARTICLE I**

The name of this corporation shall be Westin Automotive Products, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Wedgestone Corporation has caused this certificate to be signed by Eric H. Lee, its Secretary, this 31<sup>st</sup> day of December, 2004.

WEDGESTONE CORPORATION

  
Eric H. Lee, Secretary

Word 15177681  
Cert. of Amendment of Cert. of  
Incorporation of Wedgestone Corporation



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WESTIN AUTOMOTIVE PRODUCTS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF MAY, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "WDG NEWCO, INC." TO "ST. JAMES AUTOMOTIVE CORP.", FILED THE FIFTEENTH DAY OF JUNE, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ST. JAMES AUTOMOTIVE CORP." TO "WESTIN AUTOMOTIVE PRODUCTS, INC.", FILED THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1998, AT 10 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 2003, AT 5:56 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 12:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "WESTIN AUTOMOTIVE PRODUCTS, INC.".



2296830 8100H

060660931

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4894021

DATE: 07-12-06



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 05/05/1992  
712127007 - 2296830

**CERTIFICATE OF INCORPORATION**

**OF**

**WDG NEWCO, INC.**

- 1. The name of the corporation is WDG Newco, Inc.
- 2. The address of its registered office in the State of Delaware is 1813 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Service Company.
- 3. The purposes for which the corporation is formed are as follows:  
  
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- 4. The total number of shares of common stock which the corporation shall have authority to issue is One Thousand Five Hundred (1500) shares; all of such shares shall have no par value.
- 5(a). The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John J. Heaney	c/o Wedgestone Financial 181 Wells Avenue Newton, MA 02159

- 5(b). The name and address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

Richard H. Krock	c/o Wedgestone Financial 181 Wells Avenue Newton, MA 02159
John J. Heaney	c/o Wedgestone Financial 181 Wells Avenue Newton, MA 02159


- 6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, or repeal the by-laws of this corporation.

8. No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director existing at the time of such amendment or repeal.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has executed, signed and acknowledged this Certificate of Incorporation this 16 day of March, 1992.

  
\_\_\_\_\_  
Incorporator

8956Q

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/15/1992  
921675348 - 2298830



**CERTIFICATE OF MERGER**

**OF**

**ST. JAMES AUTOMOTIVE CORP.**

**INTO**

**WDG NEWCO, INC.**

\*\*\*\*\*

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
St. James Automotive Corp.	Delaware
WDG Newco, Inc.	Delaware

SECOND: That an Agreement of Merger between parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation in the merger is WDG Newco, Inc., which shall herewith be changed to "St. James Automotive Corp." and that Article 1 of the Certificate of Incorporation shall be amended to read as follows:

"1. The name of the corporation is St. James Automotive Corp."

FOURTH: That the Certificate of Incorporation of WDG Newco, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.



FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 320 Madison Avenue, 40th Floor, New York, New York 10022.

SIXTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on the date of its filing with the Secretary of State of Delaware.

Dated: June 15, 1992

WDG NEWCO, INC.

BY: [Signature]  
Richard H. Krock  
Its President

ATTEST:

BY: [Signature]  
John J. Heaney  
Its Secretary

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF SUFFOLK, ss.

June 12, 1992

On the 12th day of June, 1992 before me personally appeared Richard H. Kreck, known to me to be the President of WDG Newco, Inc., the Corporation that executed the foregoing Certificate of Amendment, who being duly sworn, acknowledged that he executed the foregoing instrument on behalf of WDG Newco, Inc., that such execution is the free act and deed of WDG Newco, Inc., and that the facts stated therein are true.

Karen J. Morrill  
Notary Public

My commission expires: 3/25/99

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF SUFFOLK, ss.

June 12, 1992

On the 12th day of June, 1992 before me personally appeared John J. Henney, known to me to be the Secretary of WDG Newco, Inc., the Corporation that executed the foregoing Certificate of Amendment, who being duly sworn, acknowledged that he executed the foregoing instrument on behalf of WDG Newco, Inc., that such execution is the free act and deed of WDG Newco, Inc., and that the facts stated therein are true.

Karen J. Morrill  
Notary Public

My commission expires: 3/25/99

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CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
ST. JAMES AUTOMOTIVE CORP.

St. James Automotive Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of St. James Automotive Corp. be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

ARTICLE I

The name of this corporation shall be Westin Automotive Products, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said St. James Automotive Corp. has caused this certificate to be signed by Eric H. Lee, its Secretary, this 16 day of October, 1998.

ST. JAMES AUTOMOTIVE CORP.

  
Eric H. Lee, Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:42 PM 09/30/2003  
FILED 05:56 PM 09/30/2003  
SRV 030630241 - 2296830 FILE

**CERTIFICATE OF CHANGE OF REGISTERED AGENT  
AND  
REGISTERED OFFICE**

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Westin Automotive Products, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware


**DOES HEREBY CERTIFY:**

That the registered office of the corporation in the state of Delaware is hereby changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle.

That the registered agent of the corporation is hereby changed to THE CORPORATION TRUST COMPANY, the business address of which is identical to the aforementioned registered office as changed.

That the changes in the registered office and registered agent of the corporation as set forth herein were duly authorized by resolution of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by an authorized officer, this 25<sup>th</sup> day of September, 2007.

  
\_\_\_\_\_  
Secretary Eric H. Lee  
\_\_\_\_\_  
(Title)

\*Any authorized officer or the chairman or Vice-Chairman of the Board of Directors may execute this certificate.

FROM CORPORATION TRUST WILM. TEAM #2

12/28/2004 21:26 626-337-3651

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:54 PM 12/30/2004  
FILED 12:56 PM 12/30/2004  
SRV 040953397 - 2436138 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
WESTIN AUTOMOTIVE PRODUCTS, INC.,  
(a Delaware corporation)  
WITH AND INTO  
WEDGESTONE CORPORATION,  
(a Delaware corporation)**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Wedgestone Corporation, a Delaware corporation (the "Company" or "Parent"), hereby certifies as follows:

- FIRST:** Parent was incorporated on September 29, 1994, Pursuant to the DGCL.
- SECOND:** Parent owns all of the outstanding shares of each class of stock of Westin Automotive Products, Inc., a Delaware corporation ("Subsidiary").
- THIRD:** Parent, by the following resolutions of its Board of Directors, duly adopted by written action on December 28, 2004, determined to merge Subsidiary into itself.

**RESOLVED:**

The directors of the Parent hereby determine that the merger of Parent with Subsidiary upon the terms and conditions set forth in the Agreement and Plan of Merger (the "Agreement") is advisable and generally to the advantage and for the benefit of the Parent and its sole stockholder.

**FURTHER  
RESOLVED:**

The Agreement and the merger therein provided for be, and the same are hereby, adopted and approved, and the execution of said Agreement by the proper officers of the Parent is hereby approved and authorized.

**FURTHER  
RESOLVED:**

It is the intent of the directors of the Parent that the merger constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

**FURTHER  
RESOLVED:**

The directors and officers of the Parent be, and they hereby are, authorized and directed to execute, deliver, file and/or record such instruments and

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DEC 29 '04 11:58

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FROM CORPORATION TRUST WILM. TEAM #2

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WEDGESTONE

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documents, including, without limitation, a Certificate of Ownership and Merger, and to take all actions as shall be required by law or which the directors and officers deem necessary or advisable to fully carry out the intent and purposes of the Agreement and to accomplish the merger pursuant to the provisions of the laws of the State of Delaware.

**FOURTH:** The merger shall become effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

**FIFTH:** As set forth in the aforementioned Agreement and Plan of Merger, at the Effective Time:

- a. All the presently outstanding shares of capital stock of Subsidiary shall be cancelled, and no consideration will be delivered therefor.
- b. Each share of the capital stock of Parent issued and outstanding immediately prior to the Effective Time shall continue unchanged as the outstanding shares of the Parent, the surviving corporation.

**SIXTH:** The Certificates of Incorporation and Bylaws of Parent shall be the Certificate of Incorporation and Bylaws for the surviving corporation following the Effective Time.

**SEVENTH:** The officers and directors of Parent shall be the officers and directors of the surviving corporation at and after the Effective Time until their subsequent resignation or removal in accordance with the Bylaws of the surviving corporation and applicable law.

**EIGHTH:** The proposed merger of Subsidiary into Parent has been approved by Parent, the owner of all of the outstanding stock of Subsidiary, in accordance with the DGCL.

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IN WITNESS WHEREOF, Parent has executed and acknowledged this Certificate as of the 27 day of December, 2004.

WEDGESTONE CORPORATION,  
a Delaware corporation

  
Eric H. Lee  
Chief Financial Officer

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