

03-27-2003

FORM PTO-1595
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G- 8338.00001



BT

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102401904

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>DFM Corporation</p> <p style="text-align: center; font-size: 2em; color: blue;">3.25.03</p>	<p>2. Name and address of receiving party(ies):</p> <p>Autotron Accessories, Inc. 1275 Sherman Drive Longmont, CO 80501</p>
<p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name
<input checked="" type="checkbox"/> Other: Merger and Change of Name	

Execution Date: February 27, 2003

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

<p>A. Patent Application No.(s)</p>	<p>B. Patent No.(s)</p> <p style="text-align: center;">4,627,657 Des. 342,476</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Dennis R. Daley Address: Merchant & Gould P.C. P.O. Box 2903 Minneapolis, MN 55402-0903</p>	<p>23552 PATENT TRADEMARK OFFICE</p>	<p>6. Total number of applications and patents involved: 2</p> <p>7. Total fee (37 CFR 3.41): \$80.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725</p>
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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.

<p>Dennis R. Daley</p> <hr/> <p>Name of Person Signing</p>	<hr/> <p>Signature</p>	<p>March 20, 2003</p> <hr/> <p>Date</p>
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Total number of pages including cover sheet, attachments, and document: 3

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Box Assignments
Director - U.S. Patent and Trademark Office
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PATENT
REEL: 013868 FRAME: 0909

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED BY: GEORGE STEINER DEINARD
030128558 - 3624561

(THU) 2.27.03 7:50/ST. 7:45/NO. 4261040214 P 27

**CERTIFICATE OF MERGER
OF
DFM CORP., A DELAWARE CORPORATION
AND
DFM CORP., AN IOWA CORPORATION**

In accordance with Section 252 of the General Corporation Law of the State of Delaware (the "Delaware GCL"), and Section 490.1106 of the Iowa Business Corporation Act (the "IBCA"), the undersigned officers of DFM Corp., a Delaware corporation, and DFM Corp., an Iowa 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 DFM Corp., a Delaware corporation, and DFM Corp., and Iowa corporation.

The Surviving Corporation is DFM Corp., a Delaware corporation.

ARTICLE II

Approval of the Merger

The Agreement and Plan of Merger by and among the Constituent Corporations 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 252 of the Delaware GCL and Section 490.1104 of the IBCA and in accordance with the respective Certificates of Incorporation or Articles of Incorporation and Bylaws of each of the Constituent Corporations.

ARTICLE III

Effective Date

The Merger shall be effective on February 27, 2003, following the filing of this Certificate of Merger with the offices of the Delaware Secretary of State and the Iowa Secretary of State, pursuant to the Delaware GCL and the IBCA.

ARTICLE IV

Amendment of Certificate of Incorporation

Following the Merger, the Certificate of Incorporation of DFM Corp., a Delaware corporation, as amended in the Agreement and Plan of Merger to change the name of DFM Corp.

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FROM LEONARD STREET & DEINARD

(THU) 2. 27 '03 7:50/ST. 7:45/NO. 4261040214 P 28

to Autotron Accessories, Inc., shall be the Certificate of Incorporation of the surviving corporation.

ARTICLE V

Agreement and Plan of Merger

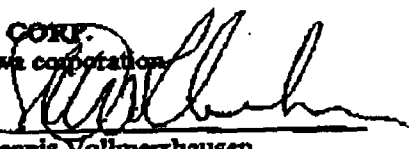
The Merger shall be effectuated pursuant to the Agreement and Plan of Merger, which is filed herewith with the Iowa Secretary of State and shall remain on file at the offices of Lund International, Inc., at 911 Lund Boulevard, Suite 100, Anoka, MN 55303. A copy of the Agreement and Plan of Merger shall be furnished by the surviving corporation upon request and without cost, to any stockholder of either 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.

DFM CORP.
a Delaware corporation

By: 
Dennis Vollmershausen
President and Chief Executive Officer

DFM CORP.
an Iowa corporation

By: 
Dennis Vollmershausen
President and Chief Executive Officer