

10/6/04

10-15-2004

003 10 2004



102860283

Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):
Reese Products, Inc.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Dec 9, 2002

2. Name and address of receiving party(ies)
Name: Towing Products, Inc

Internal Address: _____

Street Address: 2602 College Avenue

City: Goshen State: Indiana Zip: 46538

Additional name(s) & address(es) attached? Yes No

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: _____

A. Patent Application No. (s)
10/182,105

B. Patent No. (s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Todd A. Benni

Internal Address: McDonald Hopkins Co., LPA

Street Address: 600 Superior Avenue, E.
2100 Bank One Center

City: Cleveland State: OH Zip: 44114

6. Total number of applications and patents involved 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account; any deficiencies in this check.

8. Deposit account number:
13-0265

(Attach duplicate copy of this page if paying by deposit account)

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.

Todd A. Benni, Reg. No. 42,313
Name of Person Signing

Todd A. Benni
Signature

10/6/04
Date

Total number of pages including cover sheet, attachments, and documents: _____

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/14/2004 6TOM11 00000194 130265 10182105
01 FC:8021 40.00 DA

{557565:}

Delaware

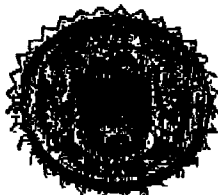
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"REESE PRODUCTS, INC", A INDIANA CORPORATION,
WITH AND INTO "TOWING PRODUCTS, INC." UNDER THE NAME OF
"TOWING PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 2002, AT 4:30
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2231485 8100M

AUTHENTICATION: 2133918

020754584

DATE: 12-10-02

DEC-9-2002 16:25 FROM METALDYNE CORPORATION 7342876797

TO: STATE OF DELAWARE P: 2/2
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/09/2002
020754584 - 2291485

**CERTIFICATE OF MERGER OF
REESE PRODUCTS, INC. INTO
TOWING PRODUCTS, INC.**

(Formerly known as Draw-Tite, Inc.)

(under Section 252 of the General Corporation Law of the State of Delaware)

Towing Products, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - a. Towing Products, Inc., a Delaware corporation; and
 - b. Reese Products, Inc., an Indiana corporation.
2. An Agreement and Plan of Merger between the 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 252 of the General Corporation Law of the State of Delaware and the laws of the State of Indiana.
3. The surviving corporation is Towing Products, Inc.
4. The Certificate of Incorporation of Towing Products, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of Towing Products, Inc., the address of which is 47774 Anchor Court, Plymouth, Michigan 48170.
6. That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. This Certificate of Merger shall be effective upon the filing of the Certificate of Merger with the State of Delaware.

IN WITNESS WHEREOF, Towing Products, Inc. has caused this Certificate to be signed by its authorized officers, as of the 9th day of December, 2002.

TOWING PRODUCTS, INC.

By: 
Gary H. Beard, President

And By: 
Todd R. Peters, Vice President-Finance