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NATURE OF CONVEYANCE:			MERGER		
EFFECTIVE DATE:			12/15/2000		
CONVEYING PARTY	DATA	1			
N			ame	Execution Date	
Superior International Industries, Inc. (a Ge			orgia corporation)	12/15/2000	
RECEIVING PARTY D	ΑΤΑ				
Name:	Superior International Industries, Inc. (a Delaware Corporation)			on)	
Street Address:	1050 Columbia Drive				
City:	Carollton				
State/Country:	GEORGIA				
Postal Code:	30117				
Property Type Patent Number: 52		Number 5238456			
Patent Number:					
Patent Number:	5	523845			
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Patent Number:		D41606	56 54 55		
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PATENT REEL: 018207 FRAME: 0386

Total Attachments: 2	
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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 12:00 PM 12/15/2000 001630099 - 3327249

CERTIFICATE OF MERGER OF SUPERIOR INTERNATIONAL INDUSTRIES, INC., A GEORGIA CORPORATION, INTO SUPERIOR INTERNATIONAL INDUSTRIES, INC., A DELAWARE CORPORATION

Pursuant to Section 252 of the Delaware General Corporation Law, the undersigned hereby executes this Certificate of Merger:

1.

The names of each of the constituent corporations to the merger are Superior International Industries, Inc., a corporation organized and existing under the laws of the State of Georgia ("SII-Georgia"), and Superior International Industries, Inc., a corporation organized and existing under the laws of the State of Delaware ("SII-Delaware").

Π.

An Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law and the laws of the State of Georgia.

III.

The name of the surviving corporation is Superior International Industries, Inc., a Delaware corporation (the "Surviving Corporation").

IV.

The Certificate of Incorporation of SII-Delaware in effect immediately prior to the filing of this Certificate of Merger shall be the certificate of incorporation of the Surviving Corporation.

٧.

The executed Plan of Merger is on file at the principal office of the Surviving Corporation located at 1050 Columbia Drive, Carollton, Georgia 30117.

VI.

A copy of the executed Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

CORP/763199.1

PATENT REEL: 018207 FRAME: 0388 The authorized capital stock of SII-Georgia consists of 10,000,000 shares of common stock, no par value.

IN WITNESS WHEREOF, the undersigned, as the Surviving Corporation of the merger, has caused this Certificate of Merger to be signed by its duly authorized officer this <u>154</u> day of December, 2000.

SUPERIOR INTERNATIONAL INDUSTRIES, INC., a Delaware corporation

By:

CORP/763199.1

TOTAL P.12

PATENT REEL: 018207 FRAME: 0389

RECORDED: 09/07/2006

Ray Derbecker, President and Chief Executive Officer