

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/27/2003

CONVEYING PARTY DATA

Name	Execution Date
AUTO VENTSHADE COMPANY	02/27/2003
Deflecta-Shield Corporation	02/27/2003
Lund International, Inc.	02/27/2003

RECEIVING PARTY DATA

Name:	Lund International, Inc.
Street Address:	911 Lund Boulevard, Suite 100
City:	Anoka
State/Country:	MINNESOTA
Postal Code:	55303

PROPERTY NUMBERS Total: 9

Property Type	Number
Patent Number:	6406085
Patent Number:	6381806
Patent Number:	6244802
Patent Number:	6155629
Patent Number:	6027782
Patent Number:	5207963
Patent Number:	5071614
Patent Number:	5034258
Patent Number:	5891546

CORRESPONDENCE DATA

Fax Number: (612)349-6556

CH \$360.00 6406085

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

Phone: (612) 339-7461
Email: jimrieke@nm-iplaw.com
Correspondent Name: James P. Rieke, NIKOLAI & MERSEREAU
Address Line 1: 900 Second Avenue South, Suite 820
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	20070178
NAME OF SUBMITTER:	James P. Rieke
Total Attachments: 3 source=Assign_Merger_Lund_Page_5#page1.tif source=Assign_Merger_Lund_Page_6#page1.tif source=Assign_Merger_Lund_Page_7#page1.tif	

FROM LEONARD STREET & DEINARD

(THU) 2. 27 '03 7:49/ST. 7:45/NO. 4261040214 P 20

**CERTIFICATE OF MERGER
OF
AUTO VENTSHADE COMPANY,
DEFLECTA-SHIELD CORPORATION
AND
LUND INTERNATIONAL, INC.**

In accordance with Section 251 of the General Corporation Law of the State of Delaware (the "Delaware GCL"), the undersigned officers of Auto Ventshade Company, a Delaware corporation; Deflecta-Shield Corporation, a Delaware corporation and Lund International, Inc., a Delaware 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 Auto Ventshade Company; Deflecta-Shield Corporation and Lund International, Inc.

The Surviving Corporation is Lund International, Inc.

ARTICLE II

Approval of the Merger

The Agreement and Plan of Merger by and among the parties 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 251 of the Delaware GCL.

ARTICLE III

Effective Date

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

ARTICLE IV

Amendment of Certificate of Incorporation

Following the Merger, the Certificate of Incorporation of Lund International, Inc. shall be the Certificate of Incorporation of the surviving corporation.

Z13699-4

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:34 AM 02/27/2003
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FROM LEONARD STREET & DEINARD

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ARTICLE V

Agreement and Plan of Merger

The Merger shall be effectuated pursuant to the Agreement and Plan of Merger, which is 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 each 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.

AUTO VENTSHADE COMPANY

By: [Signature]
Dennis Vollmershausen
President

DEFLECTA-SHIELD CORPORATION

By: [Signature]
Dennis Vollmershausen
President and Chief Executive Officer

LUND INTERNATIONAL, INC.

By: [Signature]
Dennis Vollmershausen
President and Chief Executive Officer

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Delaware

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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 "LUND INTERNATIONAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

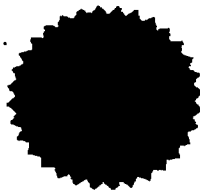
CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF NOVEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LUND PRODUCTS, INC." TO "LUND INTERNATIONAL, INC.", FILED THE THIRTIETH DAY OF JANUARY, A.D. 2003, AT 11:59 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003, AT 9:34 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003, AT 9:35 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2279829

DATE: 02-27-03

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RECORDED: 02/20/2007

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