

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Merger/Change of Name
CONVEYING PARTY DATA	
Name	Execution Date
DFM Corp.	02/27/2003
RECEIVING PARTY DATA	
Name:	Autotron Accessories, Inc.
Street Address:	300 Horizon Drive
City:	Suwanee
State/Country:	GEORGIA
Postal Code:	30024
PROPERTY NUMBERS Total: 3	
Property Type	Number
Patent Number:	6070891
Patent Number:	D395630
Patent Number:	D342476
CORRESPONDENCE DATA	
Fax Number:	(212)354-8113
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2128198200
Email:	FCutajar@whitecase.com
Correspondent Name:	White & Case LLP
Address Line 1:	1155 Avenue of the Americas
Address Line 2:	Patent Department
Address Line 4:	New York, NEW YORK 10036
ATTORNEY DOCKET NUMBER:	1578757-0002
NAME OF SUBMITTER:	Frances B. Cutajar
Total Attachments: 6 source=DFMCorpAutotron#page1.tif	

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Delaware

PAGE 1

The First State

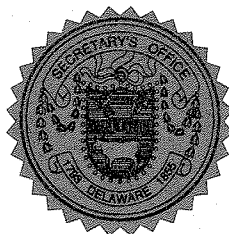
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AUTOTRON ACCESSORIES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 2003, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "DFM CORP." TO "AUTOTRON ACCESSORIES, INC.", FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003, AT 9:36 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

3624561 8100H

AUTHENTICATION: 2279735

030129102

DATE: 02-27-03

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Certificate of Incorporation

of

DFM Corp.

1. Name. The name of the corporation is DFM Corp. (the "Corporation").
2. Address; Registered Agent. The address of the Corporation's registered office is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808 and its registered agent at such address is Corporation Service Company.
3. Nature of Business; Purposes. The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. Number of Shares. The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, with a par value of One Cent (\$.01) per share.
5. Name and Address of Incorporator. The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Gail E. Partlow	150 S. 5 th Street, Suite 2300 Minneapolis, MN 55402
6. Election of Directors. Members of the Board of Directors may be elected either by written ballot or by voice vote.
7. Adoption; Amendment and/or Repeal of Bylaws. In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, the Board of Directors may from time to time make, alter or repeal the by-laws of the Corporation; provided, however, that the Board of Directors shall not make, alter or repeal any by-law pertaining to the number of stockholders or directors required to constitute a quorum at meetings of stockholders or directors.
8. Liability of Directors; Indemnification. (a) No director of the Corporation shall have any personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation, except (i) for any 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) under Section 174 of the General

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit.

(b) The Corporation shall indemnify any director or officer of the Corporation and may indemnify any employee or agent of the Corporation 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 (other than an action by or in the right of the Corporation) 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding 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 proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) The Corporation shall indemnify any director or officer of the Corporation and may indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(d) Any indemnification under paragraphs (b) or (c) of this Paragraph 8 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such paragraphs (b) and (c). Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (i) by a majority vote of the directors of the Corporation who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though

less than a quorum, or (iii) if there are no such directors, or, even if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the stockholders of the Corporation.

(e) Expenses (including attorneys' fees) incurred by an officer, director, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding as provided herein may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation authorized in this Paragraph 8. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate.


(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Paragraph 8 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(g) The Corporation may purchase and maintain insurance on behalf of any person who 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Section 145 of the General Corporation Law of the State of Delaware.

(h) The indemnification and advancement of expenses provided by, or granted pursuant to this Paragraph 8 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

9. Books of Corporation. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) outside the State of Delaware at such place as may be designated from time to time by the Board of Directors or the by-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 17th day of February, 2003.


Gail E. Partlow
Sole Incorporator

(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 Certificate 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.

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