

TRADEMARK

T89003US09
 T96005US09
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TRADEMARK ASSIGNMENT

WHEREAS, Crown Audio, Inc. dba Crown International, Inc., a Delaware corporation, having a place of business at 1718 West Mishawaka Road, Elkhart, Indiana 46517 ("ASSIGNOR" herein), has used and is the owner of the foregoing marks as evidenced by its registrations in the United States Trademark Office.

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BCA	2,166,304	June 16, 1998
CROWN DESIGN	1,140,244	October 7, 1980
DFOS	1,906,369	July 18, 1995
DIFFEROID	1,486,816	May 3, 1988
AIRFORCE	1,983,040	June 25, 1996
ADAPTAPACK	1,924,460	October 3, 1995
COM-TECH	1,628,028	December 18, 1990

WHEREAS, Harman International Industries, Incorporated, a Delaware corporation, having a mailing address of 8500 Balboa Boulevard, Northridge, California 91329 ("ASSIGNEE" herein), desires to acquire said marks and the above-identified registrations thereof, together with the goodwill of the business in connection with which said marks are used.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto said ASSIGNEE all right, title and interest in and to the above marks and the above-identified registrations thereof, and all rights and privileges pertaining to said marks, together with the goodwill of the business symbolized by the marks.

ASSIGNOR further agrees that it shall render all reasonable assistance to ASSIGNEE, and will, from time-to-time, execute all instruments and documents necessary to maintain, preserve or protect the marks and its registrations, and to perfect the record title of ASSIGNEE in and to said marks and its said registrations.

Crown Audio, Inc.

Dated: SEPTEMBER 6, 2001

By Edwin C. Summers
 Edwin C. Summers
 Assistant Secretary

ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On SEPTEMBER 6, 2001, before me, Karen Eames, Notary Public, personally appeared Edwin C. Summers, personally known to me to be the person whose name

Date

Name of Signer

is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Place Notary Seal Above

Karen Eames

Signature of Notary Public

OPTIONAL

Description of Attached Document

Title or Type of Document: TRADEMARK ASSIGNMENT

Document Date: SEPT. 6, 2001 Number of Pages: 1

Signer(s) Other Than Named Above: NONE

Capacity(ies) Claimed by Signer

Signer's Name:
Edwin C. Summers

Corporate Officer - Title:
ASSISTANT SECRETARY

Signer is Representing:
CROWN AUDIO, INC.

Signer's Name:

Corporate Officer - Title:

Signer is Representing:

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARMAN CONSUMER MANUFACTURING - EL PASO, INC.", CHANGING ITS NAME FROM "HARMAN CONSUMER MANUFACTURING - EL PASO, INC." TO "CROWN AUDIO, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2000, AT 4 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2430477 8100

001088442

AUTHENTICATION: 0272600

DATE: 02-23-00

TRADEMARK
REEL: 002372 FRAME: 0469

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION OF
HARMAN CONSUMER MANUFACTURING - EL PASO, INC.

Harman Consumer Manufacturing - El Paso, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation pursuant to a unanimous written action in lieu of a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable an amendment to the Corporation's certificate of incorporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article First of the Certificate of Incorporation (the "Certificate") of the Corporation be amended to read as follows:

"First: The name of the corporation (the "Corporation") is Crown Audio, Inc."

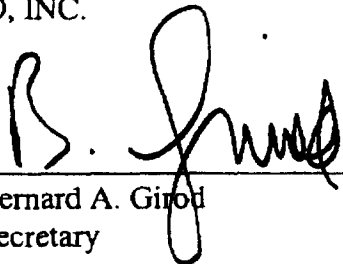
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of the Corporation has given written consent to such amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Bernard A. Girod, its Secretary, this 22nd day of February, 2000.

HARMAN CONSUMER MANUFACTURING -
EL PASO, INC.

By:



Bernard A. Girod
Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARMAN INTEGRATED DESIGN GROUP, INCORPORATED", CHANGING ITS NAME FROM "HARMAN INTEGRATED DESIGN GROUP, INCORPORATED" TO "HARMAN CONSUMER MANUFACTURING - EL PASO, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 1996, AT 4:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2430477 8100

AUTHENTICATION:

7787097

DATE:

960010001

TRADEMARK 1996

REEL: 002372 FRAME: 0471

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

HARMAN INTEGRATED DESIGN GROUP, INCORPORATED

Harman Integrated Design Group, Incorporated (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation pursuant to a unanimous written action in lieu of a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable an amendment to the Corporation's certificate of incorporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation be amended to read as follows:

"FIRST. The name of the corporation is Harman Consumer Manufacturing - El Paso, Inc."

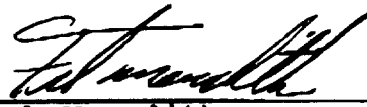
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of the Corporation has given written consent to such amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by, Frank Meredith its Assistant Secretary, this 29th day of December, 1995.

Harman Integrated Design Group,
Incorporated

By: _____


Frank Meredith
Assistant Secretary

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HARMAN INTEGRATED DESIGN GROUP, INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 1994, AT 12 O'CLOCK P.M.

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



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944161957

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 7224794

DATE:

08-29-94

TRADEMARK

REEL: 002372 FRAME: 0474

CERTIFICATE OF INCORPORATION

OF

HARMAN INTEGRATED DESIGN GROUP, INCORPORATED

A STOCK CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Harman Integrated Design Group, Incorporated.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value of \$1.00 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the

Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

TENTH: The name and mailing address of the incorporator is Steven W. Sterka, 1450 G Street, N.W., Suite 700, Washington, D.C. 20005.

ELEVENTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Sidney Harman	8500 Balboa Boulevard Northridge, CA 91329
Bernard A. Girod	8500 Balboa Boulevard Northridge, CA 91329

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 29th day of August 1994.


Steven W. Sterka

87141.1

CERTIFICATE OF INCORPORATION
OF
HARMAN INTEGRATED DESIGN GROUP, INCORPORATED
A STOCK CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Harman Integrated Design Group, Incorporated.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value of \$1.00 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the

Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

TENTH: The name and mailing address of the incorporator is Steven W. Sterka, 1450 G Street, N.W., suite 700, Washington, D.C. 20005.

ELEVENTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Sidney Harman	8500 Balboa Boulevard Northridge, CA 91329
Bernard A. Girod	8500 Balboa Boulevard Northridge, CA 91329

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 29th day of August 1994.



Steven W. Sterka

87141.1

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