



08-18-2003



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August 12, 2003

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

8.14.03

TRADEMARKS ONLY

OUR FILE NOS. 20020386, 20020388

Mail Stop Assignment Recordation Services
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P.O. Box 1450
Alexandria, VA 22313-1450

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

1. Name of Party(ies) conveying an interest:
Lund Industries, Inc.

- Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State of Minnesota
Other

2. Name and Address of Party(ies) receiving an interest:
Name: Lund International, Inc.
Street Address: 911 Lund Blvd.
City: Anoka
State: Minnesota Zip: 55303

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State of Delaware
Other

If assignee is not domiciled in the United States, a domestic representative designated is attached: Yes No
(Designation must be a separate document from Assignment)

3. Nature of Conveyance:
Assignment [X] Merger
Security Agreement Change of Name
Other

Execution Date: February 27, 2003

08/15/2003 LMUELLER 00000253 76483310

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

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REC'D. RET. 08/15/2003 LMUELLER 0812424000
DAM:081265 Name/Number:76483310 \$15.00 CR
FC: 9204

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) 76/483,310; 76/483,309  
B. Trademark Registration No.(s)
5. Name and address of party of whom correspondence concerning document should be mailed:  
Name: James T. Nikolai, Esq.  
NIKOLAI & MERSEREAU, P.A.  
Street Address: 900 Second Avenue South, #820  
City: Minneapolis State: MN Zip: 55402-3325
6. Number of applications and registrations involved: 2
7. Total Fee (37 CFR 3.41): \$80.00  
X A check is enclosed.
8. The Commissioner is authorized to charge any fees or refund any overpayment under 37 CFR 2.6 which may be required by this paper to Deposit Account No. 08-1265.

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.

James T. Nikolai

Name of Person Signing

James T Nikolai  
Signature

Date: 8/12/03

Total number of pages including cover sheet, attachments and document: 4

**CERTIFICATE OF MERGER  
OF  
LUND INDUSTRIES, INC.,  
LUND ACQUISITION CORP.  
AND  
LUND INTERNATIONAL, INC.**

In accordance with Section 252 of the General Corporation Law of the State of Delaware (the "Delaware GCL"), and Section 302A.613 of the Minnesota Business Corporation Act (the "MBCA"), the undersigned officers of Lund International, Inc., a Delaware corporation, Lund Industries, Inc., a Minnesota corporation, and Lund Acquisition Corp., a Minnesota 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 Lund International, Inc., Lund Industries, Inc., and Lund Acquisition Corp.

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 252 of the Delaware GCL and Section 302A.613 of the MBCA.

**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 Minnesota Secretary of State, pursuant to the Delaware GCL and the MBCA.

**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.

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:35 AM 02/27/2003  
030128454 - 3586847

F3CM LEONARD STREET & DEINARD

(THU) 2. 27 '03 7:50/ST. 7:45/NO. 4261040214 P 24

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 Minnesota 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.

ARTICLE VI

Consent to Service of Process


Lund International, Inc., as the Surviving Corporation, hereby agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent organization and in a proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against Lund International, Inc.

Lund International, Inc. hereby irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding. Any such process may be forwarded to Lund International, Inc., Attention Carole Grossman, 911 Lund Boulevard, Suite 100, Anoka, MN 55303.

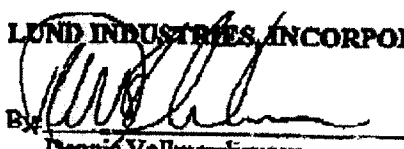
Lund International, Inc. hereby agrees that it will promptly pay to the dissenting Shareholders of each domestic constituent corporation the amount, if any, to which they are entitled under Minnesota Statutes Section 302A.473.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Certificate of Merger to be signed by its officer thereunto duly authorized this 27<sup>th</sup> day of February, 2003.

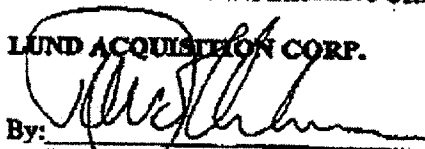
LUND INTERNATIONAL, INC.

By:   
Dennis Vollmershausen  
President and Chief Executive Officer

LUND INDUSTRIES, INCORPORATED

By:   
Dennis Vollmershausen  
President and Chief Executive Officer

LUND ACQUISITION CORP.

By:   
Dennis Vollmershausen  
President and Chief Executive Officer

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