

F05000004077

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

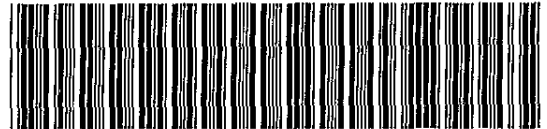
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA
OFFICE OF THE SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 477909 4370612

AUTHORIZATION

Patricia Pizutto

COST LIMIT : \$ 70.00

FILED
05 JUL 15 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 12, 2005

ORDER TIME : 11:53 AM

ORDER NO. : 477909-005

CUSTOMER NO: 4370612

CUSTOMER: Dawn Urbanowicz
Nortek Inc.
Suite 19
50 Kennedy Plaza
Providence, RI 02903

FOREIGN FILINGS

NAME: DMU SUB, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
JUL 15 PM 5:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. DMU SUB, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-2742001

(FEI number, if applicable)

4. April 26, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. n/a

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Nortek, Inc., 50 Kennedy Plaza, Providence, RI 02903

(Principal office address)

Same as Principal office address

(Current mailing address)

8. To engage in any lawful act or activity for which corp. may be organized in FL

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: T. J. O'Connell

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard L. Bready

Address: c/o Nortek, Inc., 50 Kennedy Plaza
Providence, RI 02903

Vice Chairman: _____

Address: _____

Director: Edward J. Cooney

Address: c/o Nortek, Inc., 50 Kennedy Plaza
Providence, RI 02903

Director: _____

Address: _____

B. OFFICERS

President: Richard L. Bready

Address: c/o Nortek, Inc., 50 Kennedy Plaza
Providence, RI 02903

Vice President: _____

Address: _____

Secretary: Kevin W. Donnelly

Address: c/o Nortek, Inc., 50 Kennedy Plaza, Providence, RI 02903

Treasurer: Edward J. Cooney

Address: c/o Nortek, Inc., 50 Kennedy Plaza, Providence, RI 02903

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Edward J. Cooney
(Signature of Director or Officer listed in number 12 of the application)

14. Edward J. Cooney, VP and Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

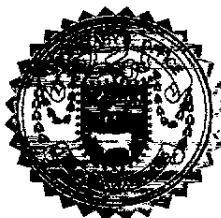
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DMU SUB, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DMU SUB, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3960631 8300

AUTHENTICATION: 4010859

050570962

DATE: 07-11-05

AFFIDAVIT

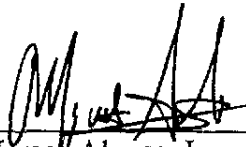
July 14, 2005

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: DMU Sub, Inc. (Corporation #P05000080019)

To Whom It May Concern:


Please note that the above-reference company has no intention of revoking the Articles of Dissolution, as filed on July 13, 2005, and that we hereby release the name for use.



Marcos Alonso, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

This instrument was acknowledged before me on July 14, 2005 by Marcos Alonso as Incorporator of DMU Sub, Inc.



Notary Public
My Commission Expires:

