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A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

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August 17, 1998

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*ALSO ADMITTED IN IOWA

FEDERAL TAX ID #: 47-0402011

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ballantyne of Omaha, Inc.

Dear Sir or Madam:

Regarding registration of the above corporation in the State
Florida, enclosed are the following:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization
to Transact Business in Florida, in duplicate;
3. Certificate of Good Standing;
4. Check in the amount of \$78.75 for registration and
certificate of status.

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*****78.75 *****78.75

Please file the enclosed Application and return a stamped copy
along with the Certificate to the undersigned. Thank you for your
assistance in this matter.

Very truly yours,

Patricia A. Coenen

Patricia A. Coenen
Legal Assistant

Enclosures

8/20
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Ballantyne of Omaha, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kevin Herrmann Controller

(Name of Person)

Ballantyne of Omaha, Inc.

(Firm/Company)

4350 McKinley St.

(Address)

Omaha, NE 68112

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Kevin Herrmann or Brad French
(Name of Person)

at (402) 453-4444
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. Ballantyne of Omaha, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 47-0587703
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/30/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 4350 McKinley Street
Omaha, NE 68112
(Current mailing address)

8. Sale and rental
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Barbara A Burke
(Registered agent's signature)

BABARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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.

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Arnold S. Tenney
Address: 122 Old Forrest Hill Road
Toronto, Canada M5P 2R9
Vice Chairman: Ronald H. Echtenkamp
Address: 4434 South 163rd Street
Omaha, NE 68135
Director: Jeffrey D. Chelin
Address: 260 Heath Street Apartment 505
Toronto, Canada M5P 3L6
Director: Colin H. Campbell
Address: 1033 Cutler Court
Mississauga Ontario, Canada L5H 4C9
Director: Yale Richards
Address: 239 South 88th Street
Omaha, NE 68114
Director: Marshall Geller
Address: 310 Saint Cloud Road
Belaire, CA 90077

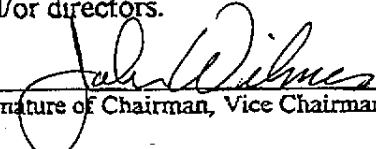
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John P. Wilmers
Address: 4350 McKinley Street
Omaha, NE 68112
Vice President: Ray F. Boegner
4350 McKinley Street
Omaha, NE 68112
Secretary: Brad French
Address: 4350 McKinley Street
Omaha, NE 68112
Treasurer: Brad French
Address: 4350 McKinley Street
Omaha, NE 68112

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Wilmer, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALLANTYNE OF OMAHA, 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 FOURTEENTH DAY OF AUGUST, A.D. 1998.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

2511515 8300

DATE:

9253655

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08-14-98