



J69121

ACCOUNT NO. : 072100000032

REFERENCE : 154927 4303929

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : March 3, 1999

ORDER TIME : 10:45 AM

ORDER NO. : 154927-005

CUSTOMER NO: 4303929

CUSTOMER: Michael W. Hein, Esq
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

700002793117--2

Mergers &
Name

Change

ARTICLES OF MERGER

FILE FIRST

PARAMOUNT AVIATION, INC.

INTO

NORTEK REPAIR CENTER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

34/99

RECEIVED
99 MAR -3 AM 11:21
DIVISION OF CORPORATION

FILED
99 MAR -3 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARAMOUNT AVIATION, INC., a Florida corporation V20293
,

INTO

NORTEK REPAIR CENTER, INC. which changed its name to
AVBORNE ACCESSORY GROUP, INC., a Florida corporation, J69121

File date: March 3, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
PARAMOUNT AVIATION, INC., A FLORIDA CORPORATION
INTO
NORTEK REPAIR CENTER, INC., INC., A FLORIDA CORPORATION**

99 MAR -3 AM 11:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, Paramount Aviation, Inc., a Florida corporation ("Paramount"), and Nortek Repair Center, Inc., a Florida corporation ("Nortek"), adopt the following Articles of Merger for the purpose of merging Paramount with and into Nortek (the "Merger") with Nortek as the surviving corporation.


FIRST: The Plan of Merger is attached hereto as Exhibit A, is incorporated herein and constitutes a part of these Articles of Merger.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

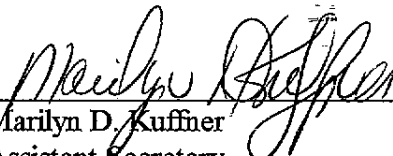
THIRD: The Plan of Merger was adopted by the Board of Directors and sole shareholder of each of Paramount and Nortek by unanimous written consent in accordance with the provisions of Sections 607.0704, 607.0821 and 607.1103 of the Florida Business Corporation Act, effective as of March 2, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 3rd day of March, 1999.

PARAMOUNT AVIATION, INC.

By: 
Marilyn D. Kuffner
Assistant Secretary

NORTEK REPAIR CENTER, INC.

By: 
Marilyn D. Kuffner
Assistant Secretary

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan"), provides for the merger of Paramount Aviation, Inc., a Florida corporation ("Paramount"), with and into Nortek Repair Center, Inc., a Florida corporation ("Nortek").

WHEREAS, Paramount has an authorized capital of 100 shares of common stock, par value \$5.00 per share, of which 100 shares are issued and outstanding as of the date of this Plan (the "Paramount Shares"); and

WHEREAS, Nortek has an authorized capital of 500 shares of common stock, with no par value, of which 100 shares are issued and outstanding as of the date of this Plan (the "Nortek Shares"); and

WHEREAS, Paramount and Nortek desire to effect the statutory merger of Paramount with and into Nortek, with Nortek to survive such merger; and

WHEREAS, all of the outstanding shares of common stock of Nortek and Paramount are held by Avborne, Inc.; and

WHEREAS, the Boards of Directors of Nortek and Paramount have determined that it is advisable and in the best interest of their sole shareholder that Paramount be merged into Nortek, with Nortek being the surviving corporation, on the terms and conditions set forth in this Plan.

NOW THEREFORE BE IT RESOLVED, that in accordance with the applicable statutes of the State of Florida, Paramount shall be merged into Nortek, with Nortek being the surviving corporation, and that terms and conditions of such merger (the "Merger"), the mode of carrying into effect, the manner and basis of converting the shares and the changes in Articles of Incorporation of the surviving corporation effected by the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), Paramount shall be merged with and into Nortek and thereupon the separate existence of Paramount shall cease, and Nortek, as the surviving corporation, shall continue to exist under and be governed by the FBCA.

2. **Filing.** Paramount and Nortek will cause Articles of Merger, in compliance with the provisions of applicable law, to be executed and filed with the Secretary of State of the State of Florida.

3. **Effective Date and Time of Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

4. **Articles of Incorporation.** The Articles of Incorporation of Nortek as of the Effective Time shall be the Articles of Incorporation of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida; provided, however, that upon the filing of the Articles of Merger, Article I of Nortek's Articles of Incorporation shall be amended and restated in its entirety as follows:

ARTICLE I

The name of the corporation is AVBORNE ACCESSORY GROUP, INC.
(hereinafter called the "Corporation").

5. **Bylaws.** The Bylaws of Nortek as of the Effective Time shall be the Bylaws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of the surviving corporation after the Merger shall be as set forth on Exhibit A hereto, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

7. **Capital Stock; Conversion of Shares.** Upon the Effective Time, each Paramount Share shall be cancelled, and each Nortek Share shall remain issued and outstanding.

8. **Effect of Merger.** Upon the Effective Time, the surviving corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority of a public as well as a private nature, of each of Paramount and Nortek, and all obligations belonging to or due to each of Paramount and Nortek, all of which shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all the obligations of Paramount and Nortek; any claim existing, or action or proceeding pending, by or against Paramount or Nortek, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the surviving corporation may be substituted in its place; and all the rights of creditors of each of Paramount and Nortek shall be preserved unimpaired.

9. **Amendment of Plan of Merger.** The Boards of Directors of Nortek and Paramount are authorized to amend this Plan at any time prior to the Effective Time, subject to Section 607.1103(8) of the FBCA.

SECRETARY'S CERTIFICATE

The undersigned, as the assistant secretary of each of Nortek and Paramount, does hereby certify that this Plan of Merger was considered and adopted by the Board of Directors and the sole shareholder of each of Nortek and Paramount pursuant to unanimous written consent effective as of March 2, 1999 in accordance with the provisions of Sections 607.0821, 607.1103 and 607.1104 of the Florida Business Corporation Act.

NORTEK REPAIR CENTER, INC.
PARAMOUNT AVIATION, INC.

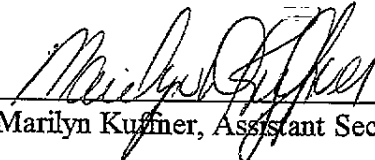
By: 
Marilyn Kuzner, Assistant Secretary

EXHIBIT A

DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

<u>Name and Address</u>	<u>Director (Yes/No)</u>	<u>Office(s)</u>
Edwin W. Parkinson (1)	Yes	N/A
Richard L. Dunn (1)	Yes	Treasurer, Assistant Secretary
J. Rafael Montalvo, III (1)	Yes	President
Eduardo Montalvo (1)	Yes	Executive Vice President
Derek A. McDowell (2)	Yes	Vice President
Peter W. Klein (2)	No	Secretary
Marilyn D. Kuffner (2)	No	Assistant Secretary
Dale Stohr (2)	No	Assistant Secretary

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- (1) The address of this person is c/o Avborne Accessory Group, Inc., 7500 N.W. 26th Street, Miami, Florida 33122.
- (2) The address of this person is Trivest, Inc., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.