

SHAPIRO
& ABRAMS

LAWYERS

P97000089194

October 13, 1997

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****122.50 *****122.50

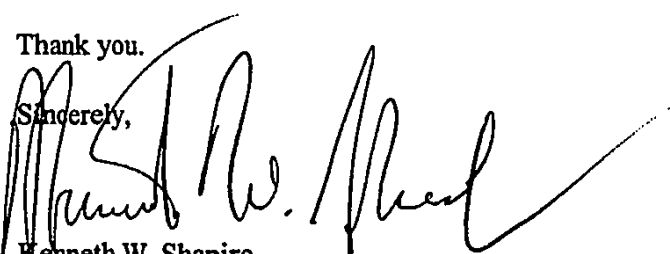
Re: Nortek Entertainment Corp.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, along with our check made payable to the Florida Secretary of State in the amount of \$122.50, representing the filing fee of \$70.00 and the certified copy fee of \$52.50. Kindly file the enclosed Articles and return a certified copy to me at the address below.

Thank you.

Sincerely,


Kenneth W. Shapiro

KWS:mg

Enclosures

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FILED
97 OCT 16 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. OCT 16 1997

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**ARTICLES OF INCORPORATION
OF
NORTEK ENTERTAINMENT CORP.**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The Name of the Corporation is Nortek Entertainment Corp.

ARTICLE II

ADDRESS

The mailing address of the Corporation is 3200 South Andrews Avenue, Fort Lauderdale, Florida 33316.

ARTICLE III

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The Corporation's existence shall begin on the date these Articles of Incorporation are filed with the Secretary of State, and the duration of its existence shall be perpetual.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation is authorized to issue One Thousand (1000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 888 East Las Olas Boulevard, Suite 200, Fort Lauderdale, Florida 33301, and the name of the initial registered agent at that address is Thomas L. Abrams, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the shareholders have duly elected his or her successor, or until his or her earlier resignation, removal from office, or death. The number of directors may be increased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jonathan Graham	3200 South Andrews Avenue Fort Lauderdale, Florida 33316.

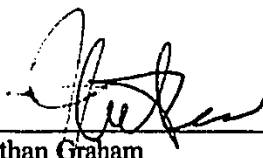
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Jonathan Graham	3200 South Andrews Avenue Fort Lauderdale, Florida 33316.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 13th day of October, 1997.



Jonathan Graham
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

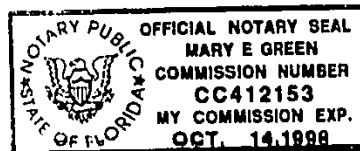
Sworn to and subscribed before me this 13th day of October, 1997,
by Jonathan Graham.

☒ Personally known to me; or

() Produced identification; type of identification produced: _____.

NOTARY PUBLIC

Sign: Mary E. Green
Print Name: MARY E. GREEN
Commission No.: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I hereby accept the appointment as the initial registered Agent of Nortek Entertainment Corp., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of Nortek Entertainment Corp.

Date: October 9, 1997

Thomas L. Abrams, Esq.
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA