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Filing fee: \$22.00

ARTICLES OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO  
NORTEK, INC.

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)

Plan of Merger is annexed hereto  
as Exhibit A.

SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
1,000	1,000	Voting Common	1,000	1,000

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on NOT APPLICABLE. SEE EXHIBIT B.

FOURTH: Time merger to become effective (§7-1.1-69): October 31, 1975  
 Dated OCTOBER 2, 1975.

By RALPH R. PAPITTO

Its President  
 and Vigoria P. Johnson  
 Its Asst. Secretary

STATE OF RHODE ISLAND }  
 COUNTY OF PROVIDENCE } Sc.

At CRANSTON in said county on the 2 day of OCTOBER 1975, before me personally appeared RALPH R. PAPITTO, who being by me first duly sworn, declared that he is the PRESIDENT of NORTEK, INC., that he signed the foregoing document as such PRESIDENT of the corporation, and that the statements therein contained are true.

Jacqueline A. Clynes  
 Notary Public  
 my commission expires 6/30/76

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EXHIBIT A

PLAN OF MERGER

1. The name of the subsidiary corporation is Nortek Realty Fund, Inc., a Rhode Island corporation (the "Subsidiary Corporation").
2. The name of the parent corporation is Nortek, Inc., a Rhode Island corporation (the "Surviving Corporation").
3. The Surviving Corporation owns all of the voting stock of the Subsidiary Corporation.
4. The merger shall be effectuated in accordance with the laws of the State of Rhode Island and shall be effective October 31, 1975.
5. On the effective date of the merger, all of the shares of voting stock of the Subsidiary Corporation, such stock being owned in its entirety by the Surviving Corporation, shall be cancelled forthwith and certificates representing such shares shall be surrendered and cancelled.
6. On the effective date of the merger, the corporate existence of the Subsidiary Corporation shall cease, and all of the properties, rights, franchises, debts and liabilities of the Subsidiary Corporation shall be transferred to and assumed by the Surviving Corporation.

EXHIBIT B

WAIVER  
OF  
PLAN OF MERGER

Nortek, Inc., a Rhode Island corporation and the sole shareholder of Nortek Realty Fund, Inc. ("Subsidiary") a Rhode Island corporation, acting by one of its duly authorized officers, hereby approves and consents to the merger of its wholly-owned Subsidiary with and into itself and hereby waives receipt, pursuant to Section 7-1.1-68.1 of the Rhode Island Business Corporation Act, of a copy of the Plan of Merger setting forth the procedure to effect such merger.

Dated at Cranston, Rhode Island, this 1st day of October, 1975.

NORTEK, INC.

By *Virginia L. Johnson*  
Assistant Secretary