

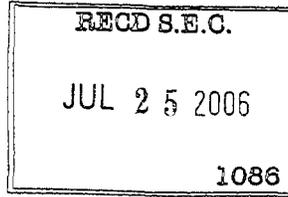
CERTAMX



AMERICAN
STOCK EXCHANGE
Equities Options ETFs



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American Stock Exchange
86 Trinity Place
New York, NY 10006-1872

1-32957

July 25, 2006

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on July 21, 2006 the American Stock Exchange LLC (the "Exchange") received from NGTV (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock

Common Stock Purchase Warrants

Units consisting of Common Stock Purchase Warrants and Common Stock

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Managing Director
Listing Qualifications Department

PROCESSED

JUL 27 2006

THOMSON
FINANCIAL

cc: Herbert Scholl