

FD2000005909

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

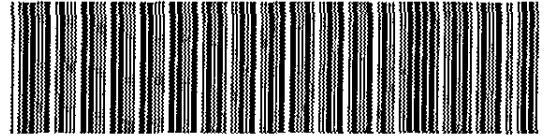
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV 27 2002

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: American Capital Corporation
(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:

John E. Boyce
(Name of Person)

American Capital Corporation
(Firm/Company)

900 South US Highway One, Suite 303
(Address)

Jupiter, FL 33477
(City/State and Zip code)

DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
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For further information concerning this matter, please call:

John E. Boyce at (561) 427-0600
 (Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
 Registration Section
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

MAILING ADDRESS:
 Registration Section
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
AMERICAN CAPITAL CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, being all the members of the Board of Directors of AMERICAN CAPITAL CORPORATION, a Delaware corporation (the "Company"), acting by written consent in lieu of a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, do hereby consent to the adoption of the following resolutions:

WHEREAS, the Board of Directors of the Company has considered the desirability of having the Company qualify to do business in Florida; and

WHEREAS, the Board of Directors of the Company considers it to be in the best interests of the Company to qualify the Company to business in Florida under the name of American Capital Corporation (DE).

NOW, THEREFORE, BE IT:

RESOLVED, that the Board of Directors of the Company directs Management to qualify the Company to do business in Florida under the name of American Capital Corporation (DE); and it is

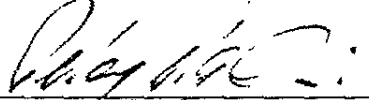
FURTHER RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to execute and deliver for and on behalf of the Company any other agreements, instruments or other documents to carry out the intention of the foregoing resolution, as such officer may deem necessary or desirable and in the best interests of the Company; and it is

FURTHER RESOLVED, that this Unanimous Written Consent may be executed in any number of counterparts, and each counterpart hereof shall be deemed to be an original instrument, and all such counterparts together shall constitute one Unanimous Written Consent; and it is

FURTHER RESOLVED, that the actions taken by this Unanimous Written Consent shall have the same force and effect as if taken at a meeting of the directors of the Company duly called and held for the purpose of acting upon proposals to adopt such resolutions.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Company, have executed this Unanimous Written Consent in writing as of the 21st day of November, 2002.

DIRECTORS:




Patrick D. Harrington



John E. Boyce



Geraldine J. Magalnick



Peter Kirschner

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2002 MAY 26 AM 9:41
TALLAHASSEE, FLORIDA
TALLAHASSEE CORPORATION'S

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. American Capital Corporation

(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

(State or country under the law of which it is incorporated)

3. 65-1156695

(FEI number, if applicable)

4. November 28, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2711 Centerville Road, Suite 400, Wilmington, DE 19808

(Principal office address)

900 South US Highway One, Suite 303, Jupiter, FL 33477

(Current mailing address)

8. Any lawful act or activity permitted by U.S. law or Delaware state law.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: John E. Boyce

Office Address: 900 South US Highway One

Jupiter

(City)

, Florida 33477

(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.

John E. Boyce (Registered agent's signature)

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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Patrick D. Harrington

Address: 900 South US Highway One, Suite 108
Jupiter, FL 33477

Vice Chairman: _____

Address: _____

Director: John E. Boyce

Address: 900 South US Highway One, Suite 303
Jupiter, FL 33477

Director: Geraldine J. Magalnick

Address: 900 South US Highway One, Suite 108
Jupiter, FL 33477

B. OFFICERS

President: John E. Boyce

Address: 900 South US Highway One, Suite 303
Jupiter, FL 33477

Vice President: _____

Address: _____

Secretary: Geraldine J. Magalnick

Address: 900 South US Highway One, Suite 108, Jupiter, FL 33477

Treasurer: Geraldine J. Magalnick

Address: 900 South US Highway One, Suite 108, Jupiter, FL 33477

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 E. Boyce, President

(Typed or printed name and capacity of person signing application)

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Item 12.A (continued)

Director: Peter Kirschner

Address: 900 South US Highway One, Suite 303
Jupiter, FL 33477

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TALLAHASSEE, FLORIDA

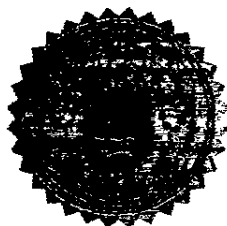
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN CAPITAL CORPORATON" 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 NINETEENTH DAY OF NOVEMBER, A.D. 2002.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3437692 8300

020712367

AUTHENTICATION: 2098655

DATE: 11-19-02