F95000002376

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

800001465580
-04/26/95--01094--002
*****78.75 *****78.75

200001465592
-04/26/95--01094--003
***2800.00 ***2800.00

SUBJECT: American Capital Investments, Inc.
(Name of corporation)

W95-8938

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:

Charles E. Slyngstad, Esq.
(Name of Person)

Musick, Peeler & Garrett
(Firm/Company)

624 S. Grand Ave., Suite 2000
(Address)

Los Angeles, CA 90017
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Charles E. Slyngstad, Esq. at (213) 629 - 7600.
(Name of Person) Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 3:53

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1995

CSC NETWORKS

Please give the 26th's file date

SUBJECT: AMERICAN CAPITAL INVESTMENTS, INC.
Ref. Number: W95000008938

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 25 PM 3:53

We have received your document for AMERICAN CAPITAL INVESTMENTS, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 795A00019830

1409 Hays Street
Tallahassee, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 3:53

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 585704 152083A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : April 26, 1995

ORDER TIME : 12:53 PM

ORDER NO. : 585704

CUSTOMER NO: 152083A

CUSTOMER: Darleen Martinez, Legal Asst
Musick, Peeler & Garrett
One Wilshire Boulevard

Los Angeles, CA 90017-3321

FOREIGN FILINGS

NAME: AMERICAN CAPITAL INVESTMENTS, INC.

RECEIVED
95 APR 26 PM 2:23
DIVISION OF CORPORATION

XXX PROFIT
_____ NON-PROFIT

XXXX CORPORATE
_____ LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RESOLUTION OF BOARD OF DIRECTORS

On September 17, 1993, the United States District Court Judge for the Central District of California filed an Order of Preliminary Injunction appointing the undersigned, Richard G. Shaffer, as permanent receiver of American Capital Investments, Inc., a corporation duly organized and existing under the laws of the State of California, and the sole person with managerial authority for the corporation. As permanent receiver, I have full power and control over all of American Capital Investments Inc.'s assets, records and business affairs.

As Receiver for American Capital Investments, Inc., I hereby certify that this Resolution on behalf of the Board of Directors of American Capital Investments, Inc., a corporation duly organized and existing under the laws of the State of California, was duly adopted on May 10, 1995.

> Resolved, that American Capital Investments, Inc., a corporation organized and existing in the State of California and wishing to do business in the State of Florida, but having learned that its corporate name is not available there, hereby adopts the name "Nova Holdings Corporation" for use in Florida.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 3:53

Dated: May 10, 1995

Richard G. Shaffer, Receiver

Richard G. Shaffer, Receiver

9681513

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 Investments, Inc.
(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. California
(State or country under the law of which it is incorporated)

3. 95-4360088
(FEI number, if applicable)

4. 3/3/92
(Date of Incorporation)

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

6. 9/8/92
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 14120 Beach Blvd., Suite 100
Westminster, CA 92683
(Current mailing address)

8. Any lawful act or activity for which a corporation may be organized under the General Corportion Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26

9. **Name and street address of Florida registered agent:**

Name: Southeastern Realty Group Inc

Office Address: 933 Lee Rd Suite 400

Orlando, Florida, 32810
(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.

(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.

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

A. DIRECTORS

Chairman: Stephen Murphy

Address: 14120 Beach Blvd., #100

Westminster, CA 92683

Vice Chairman:

Address:

Director: Stephen Murphy

Address: 14120 Beach Blvd., #100

Westminster, CA 92683

Director:

Address:

B. OFFICERS

President: Stephen Murphy

Address: 14120 Beach Blvd., #100

Westminster, CA 92683

Vice President:

Address:

Secretary: Stephen Murphy

Address: 14120 Beach Blvd., #100

Westminster, CA 92683

Treasurer: Stephen Murphy

Address: 14120 Beach Blvd., #100

Westminster, CA 92683

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard G. Shaffer, Receiver for American Capital Investments, Inc.
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 3rd *day of* March *, 19*[illegible]

AMERICAN CAPITAL INVESTMENTS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 18th *day of* April, 1995

BILL JONES
Secretary of State

SEC/STATE FORM CE-112 (REV. 1-86)

94 25218