

F 95000002376

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

800001465588
-04/26/95--01034--002
*****78.75 *****78.75

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

200001465592
-04/26/95--01034--003
***2800.00 ***2800.00

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)

Munick, 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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 3:53
5/5/20



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1995

CSC NETWORKS

Please give the 26th file date

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 26 PM 3:53

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-1971
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 505704 152003A
AUTHORIZATION :
COST LIMIT : * PREPAID

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

ORDER DATE : April 26, 1995
ORDER TIME : 12:53 PM
ORDER NO. : 505704
CUSTOMER NO: 152003A
CUSTOMER: Darleen Martinez, Legal Asst
Musick, Peeler & Garrett
One Wilshire Boulevard
Los Angeles, CA 90017-3321

FOREIGN FILINGS

NAME: AMERICAN CAPITAL INVESTMENTS,
INC.

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

RECEIVED
95 APR 28 PM 2:23
DIVISION OF CORPORATIONS

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.

Dated: May 10, 1995

Richard G. Shaffer, Receiver
Richard G. Shaffer, Receiver

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

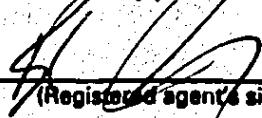
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. American Capital Investments, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or word 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 Corporation 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)
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.

Richard G. Shaffer
(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, 1995

AMERICAN CAPITAL INVESTMENTS, INC.

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

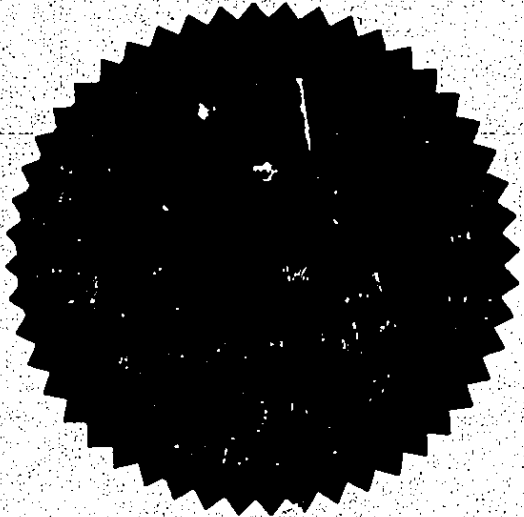
That no record exists in this office of a certificate of dissolution of said corporation, nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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
BILL JONES
Secretary of State