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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-12/07/95--01097--004
*****70.00 *****70.00

SUBJECT: Nova Group, Inc. dba NGI Construction, Inc.
(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:

Carole L. Blonda
(Name of Person)

Nova Group, Inc. dba NGI Construction, Inc.
(Firm/Company)

7411 Napa-Vallejo Hwy., P.O. Box 4050
(Address)

Napa, CA 94558
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -9 AM 9:41

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

Carole L. Blonda at (707) 257-3200
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CORPORATE RESOLUTION: ASSUMED NAME

To: The Secretary of State for the State of Florida

The directors of NOVA GROUP, INC., a California corporation, adopted the following resolution on December 1, 1995.

1. RESOLVED, that the corporation authorize and direct the use of the assumed name of NOVA GROUP, INC., dba NGI CONSTRUCTION, INC. in the State of Florida.

2. RESOLVED, that the Secretary of State in and for the State of Florida is authorized to act and rely on these resolutions until and if it actually receives written notice of their revocation.

SECRETARY'S CERTIFICATE

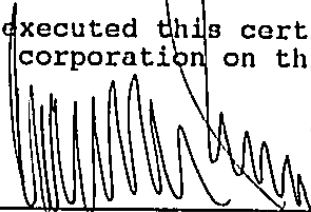
The undersigned certifies as follows:

1. I am the duly appointed and acting Secretary of NOVA GROUP, INC.

2. The foregoing is a full, true and correct copy of Resolutions duly adopted by the Board of Directors of the corporation, either at a properly held meeting (at which a quorum was acting throughout) or by unanimous written consent, in accordance with applicable laws and the corporation's bylaws.

3. These resolutions are in full force and effect and have not been revoked or amended and do not exceed the objects or powers of the corporation or the powers of its directors.

IN WITNESS WHEREOF, I have executed this certificate and affixed the corporate seal of the corporation on this 1st day of December, 1995.



CAROLE L. BIONDA
Corporate Secretary

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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. Nova Group, Inc. dba NGI Construction, 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. 94-1395180
(FEI number, if applicable)
4. 05/20/57
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. pending
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 7411 Napa-Vallejo Highway, P.O. Box 4050
Napa, CA 94558
(Current mailing address)
8. construction
(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: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation
Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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.

Tanya M. Villar
(Registered agent's signature)

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Ronald M. Fedrick

Address: 7411 Napa-Vallejo Hwy., Napa, CA 94558

Vice Chairman: Ronald R. Moore

Address: same as above

Director: Walter H. G. Schwartz

Address: same as above

Director: Carole L. Bionda

Address: same as above

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Ronald M. Fedrick

Address: 7411 Napa-Vallejo Highway, Napa, CA 94558

Vice President: Ronald R. Moore

Address: 7411 Napa-Vallejo Hwy., Napa, CA 94558

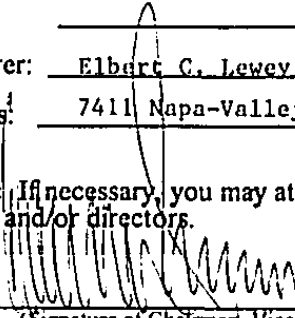
Secretary/Vice President: Carole L. Bionda

Address: 7411 Napa-Vallejo Hwy., Napa, CA 94558

Treasurer: Elbert C. Lewey

Address: 7411 Napa-Vallejo Highway, Napa, CA 94558

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. Carole L. Bionda, Corporate Secretary/Vice President
(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 20th day of May, 19 57.

NOVA GROUP, 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
28th day of November, 1995



Bill Jones
BILL JONES
Secretary of State