

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Nova Group, Ltd.  
(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:

300002409343--4  
01/22/98 01114-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Richard Foldy  
(Name of Person)

Nova Group Ltd  
(Firm/Company)

400 N Andrews Ave  
(Address)

Ft Lauderdale, FL 33301  
(City/State/Zip)

FILED  
98 JAN 22 AM 10:19  
SECRETARY OF REVENUE  
TALLAHASSEE, FLORIDA

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

Richard Foldy at ( 800 ) 689-8989 ext. 147  
(Name of Person) (Area Code & Daytime Telephone Number)

2/23

COURIER ADDRESS:

Qualification/Tax Lien Section  
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

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Richard Foldy, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Nova Group Ltd  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on 6-1-97, 19

Be it resolved, that Nova Group Ltd.  
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Group NOVA, INC. for use in Florida.

Dated: 1-13-98

Paul Joly  
Signature of either Chairman, Vice Chairman or any officer

Richard Foldy / Secretary  
Type or print name

FILED  
98 JAN 22 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 Ltd. 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 3. 65-0761231  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 27, 1997 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 6-1-97  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 400 N Andrews Ave Ft. Lauderdale, FL 33301  
(Current mailing address)
8. Management Services  
(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: Richard Foldy  
Office Address: 400 N Andrews Ave  
Ft. Lauderdale, Florida, FL 33301  
(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.*

Richard Foldy

(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.

FILED  
98 JAN 22 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: Gregory Lewis

Address: 400 N Andrews Ave Ft. Lauderdale, FL 33301

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Jerry Hatfield

Address: 400 N Andrews Ave Ft. Lauderdale, FL 33301

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Richard Foley

Address: 400 N Andrews Ave Ft. Lauderdale, FL 33301

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Full 2/2/88 / Sec

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Foley - Secretary

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

FILED  
98 JAN 22 AM 10:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF COMMERCE

State of Delaware  
Office of the Secretary of State

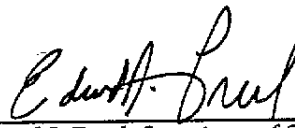
---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOVA GROUP LTD." 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 THIRTEENTH DAY OF JANUARY, A.D. 1998.

FILED  
98 JAN 22 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

2755462 8300

DATE: 8864056

981014654

01-13-98