ENCOMPASS HOLDINGS, INC.
Form 10QSB/A
May 31, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB/A
Amendment No. 2

(Mark One)

[X] Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2005

[ ] Transition report under Section 13 or 15(d) of the Exchange Act for the transition period from __________ to __________.

Commission File Number: 000-31451

ENCOMPASS HOLDINGS, INC.
(Exact name of small business issuer as specified in its charter)

NEVADA	95-4756822
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1005 Terminal Way, Suite 110, Reno, Nevada 89502
(Address of principal executive office) (Zip Code)

(775) 324-8531
(Issuer's telephone number)

NOVA COMMUNICATIONS LTD.
(Former name, former address, and former fiscal year, if changed since last report)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes XX No ________

As of May 12, 2005, the number of outstanding shares of the issuer's common stock, $0.001 par value, was 5,096,332 shares.

TRANSITIONAL SMALL BUSINESS DISCLOSURE FORMAT: Yes [ ] No [X]

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NOVA COMMUNICATIONS LTD.

Consolidated Balance Sheets

	March 31, 2005 (restated)
Assets	
Current assets:	
Cash	$ 58,981
Receivable from related party	115,622
Prepaid expenses	5,000
Total current assets	179,603
Equipment, net	214,343
Advances receivable	18,000
	$ 411,946
Liabilities and Net Capital Deficiency	
Current liabilities:	
Accounts payable	$ 339,507
Payable to related party	69,276
Accrued payroll and payroll related liabilities	227,689
Income taxes payable	4,000
Accrued professional fees	358,172
Notes payable and accrued interest subject to conversion into an indeterminable number of shares of common stock	212,247
Derivative liabilities	134,859
Total current liabilities	1,345,750
Payable to related parties	493,510
Net capital deficiency:	
Preferred stock; no par value; authorized 200,000 shares (100,000 shares in 2004); outstanding 100,000 shares	100
Common stock; $.001 par value; authorized 500,000,000 shares; issued and outstanding 4,996,332 shares (4,981,332 shares in 2004)	4,996
Common stock to be issued	169
Additional paid in capital	22,934,902
Retained deficit	(24,367,481)
Net capital deficiency	(1,427,314)
	$ 411,946

See accompanying notes.
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NOVA COMMUNICATIONS LTD.

Consolidated Statements of Operations

	Three months ended	
	2005	
	(restated)	
Revenues	$ 145,000	$
Operating expenses:		
Selling expenses	10,385	
General and administrative expenses	331,179	
Research and development expenses	3,254	
Total operating expenses	344,818	
Net loss from operations	(199,818)	
Other income (expenses):		
Change in fair value of derivative liabilities	(16,314)	
Interest expense	(10,410)	
Other income (expense)	(26,724)	
Net loss from operations before provision for income taxes	(226,542)	
Provision for income taxes - State of California	800	
Net loss	$ (227,342)	$
Net loss per common share	$ (.046)	$

See accompanying notes.

NOVA COMMUNICATIONS LTD.

Consolidated Statements of Cash Flows

	Three months ended	
	2005	
	(restated)	
Cash flows from operating activities:		
Net loss	$ (227,342)	$
Adjustment to reconcile net loss to net cash provided by (used in) operating activities:		
Shares issued in exchange for services	-	
Change in fair value of derivative liabilities	16,314	
Amortization of beneficial conversion feature	18,750	
Changes in assets and liabilities:		
Receivable from related parties, net	(6,559)	
Accounts payable	134,060	
Accrued liabilities	175,148	
	110,371	
Cash flows from investing activities:		
Advances paid	-	
Capital expenditures	(112,447)	
	(112,447)	
Cash flows from financing activities - Advances received from related party	57,000	
Net change in cash	54,924	
Cash at beginning of period	4,057	
Cash at end of period	$ 58,981	$
Supplemental schedule of noncash financing activities:		
Common stock issued in exchange for accrued legal fees	$ 15,450	$
Common stock issued in exchange for accrued payroll	$ -	$

See accompanying notes.

NOVA COMMUNICATIONS LTD.

Consolidated Notes to Financial Statements
March 31, 2005

1. Summary of significant accounting policies

BUSINESS: Nova Communications Ltd. (the "Company" or "Nova") is incorporated under the laws of the State of Nevada.

BUSINESS COMBINATIONS AND BASIS OF CONSOLIDATION: On August 30, 2004, the Company acquired 51% of Aqua Xtremes, Inc. ("Aqua") in a business combination accounted for as a purchase. Aqua designs, manufactures, and markets water sports equipment. In December 2004, Aqua formed Xtreme Engines, Inc. ("Engines") and owns 100% of its common stock. Engines manufactures jet-powered engines for use in Aqua's water sports equipment.

The consolidated financial statements include the accounts of Nova and its 51% owned subsidiary Aqua and Aqua's 100% owned subsidiary Engines from the date of Aqua's purchase and Engines formation. All intercompany accounts and transactions have been eliminated.

Losses exceed the minority interest in the equity capital of Aqua. Accordingly, losses applicable to the minority interest are charged against Nova as there is no obligation of the minority stockholder to guarantee such losses. If future earnings of Aqua do materialize, Nova will be credited to the extent of such losses previously absorbed.

Effective May 9, 2005, Nova acquired the remaining 49% of the issued and outstanding common stock of Aqua.

INTERIM REPORTING: Nova's year-end for accounting and tax purposes is December 31. Aqua and Engines' year-end for tax purposes is June 30. In the opinion of Management, the accompanying consolidated financial statements as of March 31, 2005 and 2004 and for the three months then ended, consisting of only normal recurring adjustments, except as noted elsewhere in the notes to the consolidated financial statements, necessary to present fairly its financial position, results of its operations and cash flows. The results of operations for the three months ended March 31, 2005 and 2004 are not necessarily indicative of the results to be expected for the full year.

RESTATEMENT OF CONSOLIDATED FINANCIAL STATEMENTS TO REFLECT DERIVATIVE ACCOUNTING: The Company has restated its previously issued interim financial statements to reflect additional non-operating gains related to the classification of and accounting for certain financial instruments with embedded derivative features.

The Company determined that it had not accounted for the embedded conversion feature of its convertible notes payable as a derivative instrument pursuant to SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended, and Financial Accounting Standards Board's Emerging Issues Task Force ("EITF") Issue No. 00-19, "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in A Company's Own Stock".

NOVA COMMUNICATIONS LTD.

Consolidated Notes to Financial Statements
March 31, 2005

1. Summary of significant accounting policies (continued)

RESTATEMENT OF CONSOLIDATED FINANCIAL STATEMENTS TO REFLECT DERIVATIVE ACCOUNTING (CONTINUED): The Company estimated the fair value of the conversion feature of its notes payable to be $134,859 as of March 31, 2005 and is reported in the accompanying consolidated balance sheet as derivative liabilities. Under EITF No. 00-19, this amount is reported separate from the convertible notes payable as derivative liabilities. Further, under SFAS No. 133, any change in fair value of derivative liabilities during the period is reported as other income or expense in the statement of operations. The Company recognized other expense for the change in fair value of derivative liabilities in the consolidated statement of operations of $16,314 for the three months ended March 31, 2005 (other income of $131,976 for the three months ended march 31, 2004).

CASH EQUIVALENTS: For purposes of the statement of cash flows, the Company and its subsidiaries consider cash equivalents to be highly liquid instruments if, when purchased, their original due dates were within three months.

EQUIPMENT: Equipment is carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the depreciable assets, which range from five to fifteen years.

REVENUE RECOGNITION: Revenues consist of the sale of dealerships and are recognized when dealership agreements are signed.

STOCK OPTIONS AND WARRANTS: The Company uses a fair value based method of accounting for stock based compensation to employees.

The Company also accounts for stock options and warrants issued to non-employees for services under the fair value method of accounting.

DERIVATIVE INSTRUMENTS: In connection with the issuance of convertible notes payable, the terms of certain notes payable provide for principal and interest to be converted into an indeterminable number of shares of the Company's common stock. This variable conversion feature is determined to be an embedded derivative instrument and the Company has accounted for these derivatives pursuant to SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended and Financial Accounting Standards Board's Emerging Issues Task Force ("EITF") Issue No. 00-19, "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in A Company's Own Stock". Under EITF No. 00-19, the estimated fair value of the embedded derivative instrument is reported separate from the notes payable on the date of issuance as derivative liabilities.

Derivative liabilities are reported at fair value as of the balance sheet date and any change in fair value during the period is reported as other income or expense in the statement of operations.

Consolidated Notes to Financial Statements
March 31, 2005

1. Summary of significant accounting policies (continued)

NET LOSS PER COMMON SHARE: Net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. The weighted average number of common stock shares outstanding was 4,985,999 for the three months ended March 31, 2005 (2,891,111 for the three months ended March 31, 2004). Common stock to be issued is not considered to be a common stock equivalent as the effect on net loss per common share would be anti-dilutive.

USE OF ESTIMATES: The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Management of the Company has made certain estimates and assumptions regarding the collectability of notes receivable. Such estimates and assumptions primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

2. Operations

Aqua has begun manufacturing and marketing revolutionary water sports equipment. One of its most notable products is the Xboard(TM), a jet-powered personal watercraft.

To date, the Company has been dependent upon advances from shareholders and debt and equity financing for development and operations. The Company will continue to be dependent upon these sources until the Company ultimately achieve profitability, if ever. However, there can be no assurances that the Company will be able to continue to receive advances from shareholders or raise additional debt or equity financing.

The consolidated financial statements as of March 31, 2005 do not reflect adjustments relating to the recorded asset amounts, or the amounts of liabilities that would be necessary should the Company not be able to continue in existence.

3. Advances receivable

The Company has advanced funds to a company for cash flow purposes. The advances are unsecured, non-interest bearing, and due on demand.

4. Equipment

Equipment consisted of the following at:

	March 31, 2005	December 31, 2004
Furniture and fixtures	$ 56,060	$ 56,060
Equipment not yet placed in service	179,993	67,546
Total equipment	$ 236,053	$ 123,606

NOVA COMMUNICATIONS LTD.

Consolidated Notes to Financial Statements
March 31, 2005

4. Equipment (continued)

Total equipment	$ 236,053	$ 123,606
Less accumulated depreciation	(21,710)	(21,710)
Equipment, net	$ 214,343	$ 101,896

5. Notes payable subject to conversion into an indeterminable number of shares of common stock

Notes payable are due one year from the issuance date of the note with interest at a rate of 8% and 10% per annum. The notes, including unpaid interest, are convertible, in whole or in part, at any time after six months from the date of the note at the option of the holder. The notes are convertible at the option of the Company upon ten days written notice after six months from the date of the note or at the time of any public offering by the Company in an aggregate amount of no less than $10,000,000, or upon any merger or acquisition to which the Company is a party. The notes may be converted at a price per share equal to 70% of the closing bid price of the Company's common stock on the date of the notice of conversion. There is no limit on the number of shares of common stock that would be required to by issued upon conversion of the notes payable and the number of shares required to be issued could exceed the number of shares of the Company's common stock currently authorized. The Company would have been required to issue 49,372,762 shares of its common stock if the principal and accrued interest of the notes were converted as of March 31, 2005.

Subsequent to March 31, 2005, the Company issued additional notes payable aggregating $25,000, which bear interest at a rate of 20% per annum, and convertible into share of common stock at a rate of 85% of the closing bid price of the Company's common stock on the date of conversion if converted within one year from the date of the note or 90% if converted after one year at the option of the Company.

6. Receivable from and payable to related party

Palaut Management, Inc. ("Palaut") provides the Company with management consulting services. For cash flow purposes, the Company occasionally pays expenses on behalf of Palaut and Palaut pays expenses on behalf of the Company. Close family members of a stockholder of Nova control Palaut. Receivables from a related party reported as a current asset and payables to a related party reported as a current liability are amounts owed from and to Palaut.

7. Preferred stock

The Company's preferred stock may be voting or have other rights and preferences as determined from time to time by the Board of Directors.

In December 2004, the Company designated all of its authorized preferred stock, consisting of 100,000 shares, as Series "A". On January 17, 2005, the Board of

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NOVA COMMUNICATIONS LTD.

Consolidated Notes to Financial Statements
March 31, 2005

7. Preferred stock (continued)

Directors amended the rights of its 100,000 Series "A" preferred stock to be convertible, at the option of the Company, into 1,000,000 shares of its common stock. The Company has reserved 1,000,000 shares of its common stock to be issued in the event of conversion of its Series "A" preferred stock.

Also on January 17, 2005, the Board of Directors of the Company increased the authorized preferred shares to 200,000.

On May 9, 2005, the Company designated the additional 100,000 shares of its authorized preferred stock as Series "B". The Board of Directors also determined the Series "B" preferred stock to have a par value of $0.001 per share, receive dividends in the same manner as holders of common stock, be entitled to 250 votes per share on all matters which shareholder have the right to vote, and in the event of liquidation, be entitled to be paid out of the assets of the corporation available for distribution in the same manner as holders common stock.

8. Common stock

On March 3, 2005, the Board of Directors authorized the issuance of 15,000 shares of common stock of the Company in exchange for $15,450 of accrued legal fees. Management of the Company valued the shares issued at $1.03 per share, the closing bid price of the Company's common stock on the date of issuance. Management of the Company estimated the value of the Company's shares granted after considering the historical trend of the trading prices for its common stock and the limited volume of shares being traded.

On January 21, 2004, the Board of Directors authorized the issuance of 60,000 shares of common stock of the Company in exchange for $180,000 of accrued payroll. Management of the Company valued the shares issued at $3.00 per share, the closing bid price of the Company's common stock on the date of issuance. Management of the Company estimated the value of the Company's shares granted after considering the historical trend of the trading prices for its common stock and the limited volume of shares being traded.

During the three months ended March 31, 2004, the Company issued an aggregate of 273,500 shares of its common stock in exchange for consulting and management services aggregating $820,500. Management of the Company valued the shares issued at $3.00 per share, the closing bid price of the Company's common stock on the date of issuance. Management of the Company estimated the value of the Company's shares granted after considering the historical trend of the trading prices for its common stock and the limited volume of shares being traded.

NOVA COMMUNICATIONS LTD.

Consolidated Notes to Financial Statements
March 31, 2005

9. Stock based compensation

During the three months ended March 31, 2004, the Company issued 160,000 shares of its common stock to its president and 5,000 to an employee as compensation for services aggregating $495,000. Management of the Company valued the shares issued at $3.00 per share, the closing bid price of the Company's common stock on the date of issuance. Management of the Company estimated the value of the Company's shares granted after considering the historical trend of the trading prices for its common stock and the limited volume of shares being traded.

10. Other subsequent events

Effective May 9, 2005, Nova exchanged 100,000 shares of its Series "B" Preferred Stock and a Subordinated Convertible Non-Negotiable Promissory Note in the principal amount of $100,000 for the remaining 49% of the issued and outstanding common stock of Aqua. The promissory note will be repaid solely from its conversion into 40,000,000 shares of common stock of the Company. The Company has reserved 40,000,000 shares of its common stock to be issued upon conversion of the note.

ITEM 2. MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis should be read in conjunction with the financial statements and the notes thereto.

RESULTS OF OPERATIONS
Three months ended March 31, 2005 compared to the three months ended March 31, 2004:

During the three months ended March 31, 2004, the Company was actively seeking companies in which to merge or invest as well as provide advances toward the development of water sports equipment. Since August 2004, the Company, through its subsidiaries, has devoted all of its efforts to design, manufacture, and market water sports equipment.

Total revenues were $145,000 for the three months ended March 31, 2005 compared to no revenues for the three months ended March 31, 2004. Revenues for 2005 consisted of the sales of marketing rights for Aqua Xtremes' water sports equipment.

Selling expenses for the three months ended March 31, 2005 aggregated $10,385 compared to no selling expenses for the three months ended March 31, 2004. Selling expenses for 2005 consisted of salaries. There were no selling expenses for the three months ended March 31, 2004 because there were no marketing activities being conducted by the Company. General & administrative expense for the three months ended March 31, 2005 aggregated $331,179 compared to $1,420,254 for the three months ended March 31, 2004. The difference of $1,089,075 consisted of the following: (1) during the three months ended March 31, 2004, the Company incurred $820,500 of consulting and management expenses compared to no such expenses for the three months ended March 31, 2004, (2) during the three months ended March 31, 2004 the Company incurred $495,000 of salaries compared to only $120,000 for the three months ended March 31, 2005; and (3) operating expenses of $107,895 were incurred in the three months ended March 31, 2005 relating to Aqua Xtremes, Inc. and Xtreme Engines, Inc. that were not incurred during the three months ended March 31, 2004. The consulting and management expenses in 2004 were incurred in connection with the Company seeking other companies in which to merge or invest. Salaries expense decreased $375,000 in 2005 compared to 2004 as a result of the resignation of the then-existing President of the Company effective December 31, 2004.

FINANCIAL POSITION & LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2005 compared to December 31, 2004:

The Company's total assets as of March 31, 2005 were $411,946 compared to $186,433 as of December 31, 2004. The increase of $225,513 during the quarter consisted of the following: (1) cash received from the sale of Aqua Xtreme's marketing rights aggregated $145,000 and (2) capital expenditures for equipment for Aqua Xtreme and Xtreme Engines aggregated $112,447.

The Company's current liabilities as of March 31, 2005 were $1,406,413 compared to $1,042,322 as of December 31, 2004. The increase of $364,091 during the quarter consisted of the following: (1) accounts payable increased $134,060 due to a lack of cash flow, (2) accrued professional fees increased by $239,150 during the quarter resulting from routine corporate regulatory and compliance activities. During the three months ended March 31, 2005, the Company received additional advances of $57,000 from a related party for Aqua Xtreme and Xtreme Engines cash flow purposes.

ITEM 3. CONTROLS AND PROCEDURES

As of March 31, 2005 the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and President, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-14 of the Securities Exchange Act of 1934. Based upon that evaluation, these principal executive officers and principal financial officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company, including its consolidated subsidiaries, required to be included in the Company's periodic SEC filings. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8K

(a) Exhibits.

Exhibit Number	Description of Document
2	Articles and Agreement of Merger Between Nova Communications Ltd. and First Colonial Ventures, Ltd. - July 21, 1999 (Incorporated by reference)
3(3)(i)(1)	First Colonial Ventures, Ltd. Articles of Incorporation - March 25, 1985 (Incorporated by reference)
3(3)(i)(2)	First Colonial Ventures, Ltd. Amendment to Articles of Incorporation - August 12, 1985 (Incorporated by reference)
3(3)(i)(3)	First Colonial Ventures, Ltd. Amendment to Articles of Incorporation -September 3, 1985 (Incorporated by reference)
3(3)(i)(4)	First Colonial Ventures, Ltd. Amendment to Articles of Incorporation -February 3, 1992 (Incorporated by reference)
3(3)(i)(5)	Nova Communications Ltd Articles of Incorporation - July 13. 1999 (Incorporated by reference)
3(3)(ii)(1)	Bylaws (Incorporated by reference)

31.1	Rule 13a-14(a)/15d-14(a) Certification
31.2	Section 1350 Certification
32.1	Rule 13a-14(a)/15d-14(a) Certification
32.2	Section 1350 Certification

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

May 30, 2006 ENCOMPASS HOLDINGS, INC.

By: /s/ ARTHUR N. ROBINS

Arthur N. Robins
Chief Executive Officer

By: /s/ LESLIE I. HANDLER

Leslie I. Handler, President