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WRITER'S DIRECT LINE
April 27, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001470496
-05/02/95--01058--009
****122.50 ****122.50

Re: New Florida corporation filings for:
"Solstice, Inc." and "Aequus Holding Company, Inc."

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of Solstice, Inc. and the Articles of Incorporation for Aequus Holding Company, Inc., together with two checks in the amount of \$122.50 each, representing the filing fees, certified copy fees and registered agent designation fees for the new corporations. The certified copies of the Articles of Incorporation for each may be sent to the undersigned.

If you have any questions or require anything further in this matter, please do not hesitate to call the undersigned. Thank you for your assistance.

Very truly yours,

FOLEY & LARDNER



Martha L. Caskey
Legal Assistant

Enclosures

REGISTER MAY 8 1995

FILED
95 MAY -1 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOLSTICE, INC.

FILED
95 MAY -1 PH 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of SOLSTICE, INC., hereinafter the "Corporation", under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. Name

The name of the Corporation is:

SOLSTICE, INC.

ARTICLE II. Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. Shares

The total number of shares which the Corporation shall have the authority to issue shall be One Thousand (1,000) shares, consisting of a single class of common stock having a par value of \$0.01 per share.

ARTICLE IV. Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V. Principal Office

The address of the Principal Office of the Corporation is 6505 Rockside Road, Suite 400, Independence, Ohio 44131. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI. Mailing Address

The mailing address of the Corporation is 6505 Rockside Road, Suite 400, Independence, Ohio 44131.

ARTICLE VII. Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida 33324, and the initial Registered Agent at such address is CT Corporation System.

ARTICLE VIII. Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1).

ARTICLE IX. Incorporator

The name and address of the Incorporator of the Corporation is: Martin A. Traber of Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 27 day of April, 1995.

FOLEY & LARDNER

By: [Signature]
Martin A. Traber,
Incorporator

FILED
1995 MAY -1 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, a corporation resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 28th day of April, 1995.

CT Corporation System

By: [Signature]

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

95000035951

SOLSTICE, INC.
6505 Rockside Road, Suite 325
Independence, Ohio 44131

95 SEP 25 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE: (216) 573-6500 ext 102
Fax: (216) 573-6510

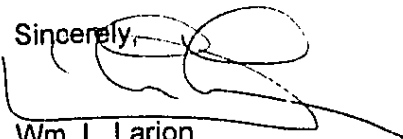
September 20, 1995

Florida Department Of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Please find enclosed our Articles Of Amendments to Articles Of Incorporation together with our check in the amount of \$35.00.

Your processing of the same is greatly appreciated and ask that you contact the undersigned should you have any questions.

Sincerely,



Wm. L. Larion
President

700001551297
09/26/95-01061-012
*****35.00 *****35.00

Amend

N. HENDRICKS OCT 5 1995

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 SEP 25 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOLSTICE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Change of Corporation's Name.

RESOLVED: That Article "First" of the Corporation's Articles of Incorporation shall be deleted, and, in lieu thereof, the following be inserted:

FIRST: The name of the corporation is:
Nu-Wave Health Products, Inc.

No further business is transacted.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 15, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):


"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 20th of September, 19 95.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Wm. L. Larian, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Wm. L. Larian

Typed or printed name

President

Title