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H74029

*OF COUNSEL
PLEASE REPLY TO TAMPA

FILE NO. 33426.97370

June 12, 1998

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Nu-Wave Acquisition, Inc.

Dear Sir/Madam:

Enclosed for filing are the original Articles of Merger of Nu-Wave Acquisition, Inc. into Energy Factors, Inc., all exhibits, and our firm check in the amount of \$87.50 for the filing fee. The fees include \$35.00 for filing of the Articles of Merger and \$52.50 for a certified copy.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Please call me if you have any questions. Thank you.

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*****87.50 *****87.50

Very truly yours,

Linda M. Werner

Linda M. Werner
Legal Assistant

encls
0025709.01

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on 7/2
Merger
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H74029

APPROVED
AND
FILED
98 JUN 15 AM 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

NU-WAVE ACQUISITION, INC., a Florida Corporation, Document
#P98000053558

INTO

ENERGY FACTORS INC. which changed its name to

DYNAMIC HEALTH PRODUCTS, INC., a Florida corporation, H74029.

File date: June 15, 1998

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
of
NU-WAVE ACQUISITION, INC.
into
ENERGY FACTORS, INC.

Articles of Merger between Nu-Wave Acquisition, Inc., a Florida corporation ("Nu-Wave Sub") and Energy Factors, Inc., a Florida corporation ("Energy Factors").

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Nu-Wave Sub and Energy Factors adopt the following Articles of Merger.

1. **Plan of Merger.** The Plan of Merger dated June 12, 1998, between Nu-Wave Sub and Energy Factors, a copy of which is attached hereto as Exhibit 1 (the "Plan of Merger"), and pursuant to which Nu-Wave Sub will be merged into Energy Factors (the "Merger") was approved and adopted by the sole shareholder of Nu-Wave Sub on June 12, 1998 and was adopted by the sole shareholder of Energy Factors on June 12, 1998.

2. **Effective Date.** The effective date of the merger shall be the date that these Articles of Merger are filed with the Florida Department of State.

3. **Surviving Corporation; Name.** Pursuant to the Plan of Merger, Energy Factors is the surviving corporation and has amended and restated its articles of incorporation to, among other things, change its name to Dynamic Health Products, Inc.

Executed on June 12, 1998.

Nu-Wave Acquisition, Inc.

By: _____

Kotha S. Sekharam, as President

Energy Factors, Inc.

By: _____

Paul Santostasi, as President

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06/12/98 8:25 AM

98 JUN 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Exhibit "1"

PLAN OF MERGER

This is a Plan of Merger (the "Plan") dated June 12, 1998, is between Energy Factors, Inc., a Florida corporation ("Energy Factors"), Nu-Wave Acquisitions, Inc., a Florida corporation ("Nu-Wave Sub"). Energy Factors and Nu-Wave Sub together are referred to hereinafter as the "Constituent Corporations."

98 JUN 15 10 34 AM '98
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

This Merger is being effected pursuant to this Plan in accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Terms and Conditions of the Merger.

(a) **Merger.** Nu-Wave Sub shall be merged into Energy Factors and Energy Factors shall be the Surviving Corporation. Upon the effective date of the Merger (the "Effective Date"), (i) Nu-Wave Sub shall no longer exist except to the extent required by the laws of the State of Florida, (ii) Energy Factors shall be the surviving corporation; and (iii) the separate existence of Nu-Wave Sub shall cease, and Energy Factors shall be fully vested in Nu-Wave Sub's rights, privileges, amenities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

(b) **Distribution to Shareholders of Constituent Corporations.** Upon the Effective Date, each share of Nu-Wave Sub common stock that is issued and outstanding at that time shall, without more, be converted into and exchanged for one share of common stock of Energy Factors in accordance with this Plan. All sixty shares of Energy Factors common stock issued and outstanding upon the Effective Date shall be converted into the right to receive a total of 400,000 shares of Series A Convertible Preferred Stock ("Preferred Stock") of Nu-Wave Health Products, Inc., a Florida corporation ("Nu-Wave Parent") upon the effective date of an amendment to Article III of the Articles of Incorporation of Nu-Wave Parent creating the Preferred Stock.

(c) **Satisfaction of Rights of Shareholders.** All shares of Energy Factors' common stock into which Nu-Wave Sub's stock shall have been converted and become exchangeable for under this Plan and all shares of Preferred Stock into which Energy Factors' stock shall, when issued, have been converted and become exchangeable under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

2. **Restatement of Energy Factors' Articles of Incorporation; Name Change.** The Articles of Incorporation of Energy Factors shall, upon the Effective, be amended and restated by the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" and incorporated herein by reference, which Amended and Restated Articles of Incorporation change the name of Energy Factors to Dynamic Health Products, Inc.

3. **Bylaws.** Upon the Effective Date, the Bylaws of Nu-Wave Sub in effect immediately prior to the Effective Date, shall become the Bylaws of Energy Factors.

4. **Directors.** Upon the Effective Date, the directors and officers of Nu-Wave Sub holding office immediately prior to the Effective Date shall become the directors and officers of Energy Factors.

5. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided for in the Agreement of Reorganization of which this Plan is a part, Nu-Wave Sub and Energy Factors and Nu-Wave shall cause their respective authorized representatives to execute the Articles of Merger in the form required by the Act and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Energy Factors to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

6. **Supplemental Action.** If at any time after the Effective Date, Energy Factors shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Energy Factors, Nu-Wave or Nu-Wave Sub, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Energy Factors, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Energy Factors, or to otherwise carry out the provisions of this Plan.

IN WITNESS WHEREOF, the parties have executed this instrument as of the date first above written.

ENERGY FACTORS, INC.,
a Florida corporation

By: Paul Martin
Its: President

NU-WAVE ACQUISITIONS, INC.
a Florida corporation

By: Michael Hargrave
Its: President

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

DYNAMIC HEALTH PRODUCTS, INC. (formerly Energy Factors, Inc.)

Pursuant to Section 607.1007 of the Florida Statutes, Dynamic Health Products, Inc. (formerly Energy Factors, Inc.), a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on September 3, 1985;
2. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted by the Corporation's Board of Directors on June 12, 1998;
3. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

ARTICLE I

Name

The name of this Corporation is Dynamic Health Products, Inc.

ARTICLE II

Principal Office

The address of the principal office and mailing address of this Corporation is 5905-A Hampton Oaks Parkway, Tampa, Florida 33610.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one hundred (100) shares of one cent (\$0.01) par value common stock.

ARTICLE IV

Registered Office and Agent

The registered office of this Corporation is 6950 Bryan Dairy Road, Largo, Florida 34647, and the Registered Agent at such address is Paul Santostasi.

ARTICLE V

Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.