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April 27, 1995

A MEMBER OF GLORALEX  
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VIA FEDERAL EXPRESS

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

400001482804  
-05/10/95--01075--002  
\*\*\*\*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*  
Martha L. Caskey  
Legal Assistant

Enclosures

FILED  
95 MAY -1 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER MAY 8 1995

**ARTICLES OF INCORPORATION  
OF  
AEQUUS HOLDING COMPANY, INC.**

**FILED**  
95 MAY -1 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of AEQUUS HOLDING COMPANY, 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:

**AEQUUS HOLDING COMPANY, 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 Million (1,000,000) shares, consisting of a single class of common stock having a par value of \$0.001 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 21<sup>st</sup> day of April, 1995.

FOLEY & LARDNER

By: Martin A. Traber,  
Incorporator

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 25<sup>th</sup> day of April, 1995.

CT Corporation System

By: Barbara A. Burke  
BARBARA A. BURKE  
SPECIAL ASSISTANT SECRETARY