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JOAN M. VECCHIOLI
AMBER WILLIAMS
JULIUS J. ZSCHAU

*OF COUNSEL
PLEASE REPLY TO TAMPA

FILE NO. 39625.99440

August 10, 1998

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

600002612836--7
-08/11/98--01051--006
*****70.00 *****35.00

Re: Nu-Wave Health Products, Inc.

600002612836--7
-08/19/98--01002--004
*****105.00 *****52.50

Dear Sir/Madam:

Enclosed for filing are two separate Articles of Amendment to the Articles of Incorporation of Nu-Wave Health Products, Inc., and our firm check in the amount of \$70.00 for the filing fee (\$35.00 for each Amendment).

I have labeled the Amendments to show the order in which they should be filed. Should you have any questions, please give me a call at (813) 225-2500.

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

Thank you.

Very truly yours,

Linda M. Werner

Linda M. Werner
Legal Assistant

encls
0027915.01

CLEARWATER OFFICE
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*Amend + Name Change
LFT 8-19-98*

FILED
98 AUG 11 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A.

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*OF COUNSEL.
PLEASE REPLY TO TAMPA

FILE NO. 39625.99440

August 17, 1998

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

PERSONAL AND CONFIDENTIAL

Re: Nu-Wave Health Products, Inc.

Dear Ms. Jackson:

Pursuant to our telephone conversation of yesterday, enclosed for filing are two (amended) separate Articles of Amendment to the Articles of Incorporation of Nu-Wave Health Products, Inc., and our firm check in the amount of \$105.00 for certified copies of each Amendment. You are already in possession of the initial filing fee of \$70.00 sent with the two Articles of Amendment in question, on August 10, 1998.

I have labeled the Amendments to show the order in which they should be filed. Should you have any questions, please give me a call at (813) 225-2500.

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

Thank you for all of your assistance in this matter.

Very truly yours,



Linda M. Werner
Legal Assistant

encls
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NU-WAVE HEALTH PRODUCTS, INC.**

**FILED
98 AUG 11 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, this corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the corporation is Nu-Wave Health Products, Inc.
2. Article I is amended in its entirety to read as follows:

“Article I. Name

The name of the corporation is Dynamic Health Products, Inc.”

3. Article III of this corporation’s Articles of Incorporation is amended in its entirety to read as follows:

“ARTICLE III. SHARES

The total number of shares which the corporation shall have the authority to issue shall be twenty two million (22,000,000) shares, consisting of twenty million (20,000,000) shares of common stock and two million (2,000,000) shares of preferred stock, all having a par value of \$0.01 per share. The preferred stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of preferred stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different shares of preferred stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to provide for the issuance of preferred stock in one or more series, and in connection with the creation of any such series, by resolution or

resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act. Without limited the generality of the foregoing, the resolutions providing for issuance of any series of preferred stock may provide that such series shall be superior or ranked equally or be junior to the preferred stock of any other series to the extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of preferred stock, no vote of the holders of the preferred stock or common stock shall be a prerequisite to the issuance of any shares of any series of the preferred stock authorized by and complying with the conditions of these Articles of Incorporation.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Florida as may be required by the Florida Business Corporation Act including, without limitation, an amendment to the Articles of Incorporation."

In connection with the adoption of the aforesaid amendment, the corporation is effectuating a one for three (1:3) reversed stock split whereby each three (3) shares of common stock, par value \$.01 per share (the "Old Common stock"), outstanding immediately prior to the adoption of the aforesaid amendment, as well as any shares issuable upon exercise of outstanding options,

will become equivalent to and be exchanged for one (1) share of common stock, par value \$.01 per share (the "New Common Stock"). Fractional shares of New Common Stock will not be issued as part of the aforesaid exchange of New Common Stock for shares of Old Common Stock, but any shareholder who would be entitled to a fractional share of New Common Stock in such exchange will, pursuant to Section 607.0604(5), Florida Statutes, be paid in money the fair value thereof.


4. This amendment was adopted on June 12, 1998.

5. This amendment was approved by the shareholders of the corporation. The number of votes cast for the amendment was sufficient for approval.

Signed this 17 day of August, 1998.

Nu-Wave Health Products, Inc.

By:



Kotha S. Sekharam, as President

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