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(Requestor's Name)

(Address)

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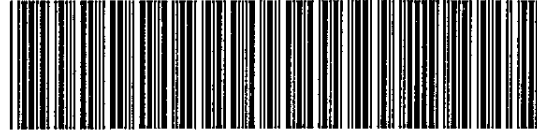
(Business Entity Name)

(Document Number)

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04 FEB 12 PM 1:20  
PROPRIETARY STATE  
INLAND COUNTY, CALIFORNIA



2-18

Day Starr Business Holdings, Inc  
169 Atlantis Blvd  
Suite 303  
Atlantis, FL 33462

Tel. 561-966-4786

February 10, 2004

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32341

**Re: Day Starr Business Holdings, Inc**

Dear Sir/Madame:

Enclosed herewith are the original and one (1) copy of the article of incorporation and a check for:

- Filing fee \$35.00
- Designation of registered Agent \$35.00, and
- Certified Copy (requested) \$08.75

Total \$78.75

Respectfully submitted,

  
Janice LaForte

Enclosures: Check, original and one copy of incorporation document.

**ARTICLES OF INCORPORATION**

**OF**

**DAY STARR BUSINESS HOLDINGS, INC**

FILED  
04 FEB 12 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES of Incorporation of Day Starr Business Holdings, Inc** a majority of whom are citizens of the United States, desiring to form a for Profit Corporation under the Corporation Law of the State of Florida and in Compliance with Chapter 607 and/or Chapter 621 F. S. (for Profit), do hereby certify:

**ARTICLE I:** The name of the Corporation shall be Day Starr Business Holdings, Inc hereinafter called the "Corporation"

**ARTICLE II:** The address of the principal office and the mailing address of the Corporation shall be 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169, which is in the Palm Beach County, but the corporation may maintain offices and transact business in such other places within or outside the State of Florida as may from time to time be designated by the Board of Directors

**ARTICLE III:** The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV:** The general purpose of the corporation is to develop, manufacture, market, sell, research, produce, package, and distribute various types of food products, of all type and categories; that includes breads, cakes, sweets, any and all types of foods. The keeping and distribution of these and other items; the entry into contracts and agreements with others in order to meet these purposes, promoting the recognition and acceptance of the corporation and its purpose, and promoting the recognition of talents and its members by government, business, and other entities interacting with the corporation, whether that recognition be formally or informally given. The corporation may undertake any action necessary to further these purposes including, without limiting the foregoing, monitoring and influencing legislative, quasi-legislative, judicial, and quasi-judicial activities and any other governmental action affecting, or which may affect, the business of the corporation.

**ARTICLE V:** The name and address of the person who is the initial trustee of the Corporation is as follows: Janice LaForte, 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169, President, & Secretary.

**ARTICLE VI:** The manner in which the directors are elected or appointed: The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the organizational meeting of the Corporation, then pursuant to such criteria and procedures as shall be stated in the bylaws.

**ARTICLE VII:** The initial registered agent and street address is: Janice LaForte, 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169

**ARTICLE VIII:** The name and address of the Incorporator is Janice LaForte, 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169

**ARTICLE IX:** The Corporation shall have capital stocks, and the terms of ownership shall be such as are stated in the bylaws of the Corporation. This corporation shall be a for profit corporation.

**ARTICLE X:** Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than one. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated

in the bylaws.

**ARTICLE XI:** The Corporation shall have three classes of stocks:

1. **Common Voting Shares.** The Corporation shall be authorized to issue ten million (10,000,000) common voting shares, each of which shall have a par value of one cent (\$.01) per share. Such shares shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution but shall not, as between shares, have any preference in the distribution of dividends or assets.

2. **Common Nonvoting Shares.** The Corporation shall be authorized to issue fifteen million (15,000,000) common nonvoting shares, each of which shall have a par value of one cent (\$.01) per share. Such shares, shall not have any voting rights and shall be next in line to receive the net assets of the Corporation after the preferred shareholder(s) upon dissolution but shall not, as between shares, have any preference in the distribution of dividends but shall have a preference over the Common voting shares upon the distribution of assets.

3. **Preferred Shares.** The Corporation shall be authorized, to issue five million (5,000,000) preferred shares, each which shall have a par value of one cent (\$.01) per share and shall not have any voting rights, but shall have a preference in the distribution of dividends and shall have a preference over the Common voting shares and Common non-voting shares upon the distribution of the Corporation's assets, and be entitled to receive a seven percent (7%) non-cumulative dividends.

**ARTICLE XII:** All shareholders in each of the three classes of shares, Common Voting Shares at a one cent (\$.01) par value per share, Common Nonvoting Shares at a one cent (\$.01) par value per share and Preferred Shares at a one cent (\$.01) par value per share, all discussed in the preceding FOURTH, shall all have preemptive rights to the extent provided under the further provisions of this section.

If, the Corporation shall at any time offer, sell, or issue any authorized but unissued shares of its capital stock or any treasury shares, or any securities convertible into, exchangeable for or carrying any right or option to subscribe for or to acquire any shares, then the existing holders of shares of the same class shall have the right to subscribe for the shares or securities to be offered, at the existing market price, in the proportion that the number of shares of the same class owned by each such holder of record on the date of the offering, sale, or issuance of such shares or securities is authorized by shareholders bears to the total number of shares of the same class outstanding on that date.

Shares and securities subject to shareholder preemptive rights pursuant to the foregoing provisions of this section that are not subscribed for or acquired by shareholders during the relevant offering period, may be offered or issued by the Corporation to any person, free of shareholder preemptive rights, for a period of one (1) year after the expiration of such offering or issue period for consideration and on terms not less favorable to the Corporation than those applicable to the original offering or issuance of such shares or securities for a consideration or on terms less favorable to the Corporation than those applicable to the original offering or issuance or after the expiration of such one (1) year period shall, again, be subject to shareholder preemptive rights under this section.

**ARTICLE XIII:** The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to conduct any business by legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws

**ARTICLE XIV: Anti-Dilution Of Shares of Stock Owned by The Initial Incorporators.** Shares of stock owned, or which may be earned, under the Compensation/Consultant Agreements for the initial directors, (only), who become Board Members on or before September 30, 2004, and made measurable and documented contributions to the corporation, cannot be diluted on the subsequent issue(s) of stock (either voting or nonvoting) by the Corporation, until the Corporation has gross sales of Fifty Million Dollars in a calendar year, at which time, this anti-dilution provision will terminate on the first day, of the year, following the year, gross sales exceed Fifty Million Dollars. The initial directors that meet the criteria that herein referenced shall have the option to purchase additional shares of stock at one cent (\$.01) per share up to an amount necessary to maintain the percentage of ownership held or that could be held under the Compensation/Consultant Agreements (with the initial directors, (only) executed prior to March 01, 2004.

In the event, the Corporation is taken over, either through a merger or acquisition (cash, securities, or a combination of cash and securities), or purchased by a separate Company, or if the Corporation goes public, the initial directors (only) shall have the option to purchase additional shares of stock at One Cent (\$.01) per share, up to the amount of shares owned or which may be earned under the Compensation/Consultant Agreements for the initial directors.

**ARTICLE XV: No member of the board of directors or officers of the Corporation who acted in good faith, shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.**

**ARTICLE XVI: The Corporation assumes the liability for all acts or omissions of a director or officer if all of the following conditions are met:**

1. The person's was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The person was acting in good faith.
3. The person's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The person's conduct was not an intentional tort.

**ARTICLE XVII: The Board of Directors of the Corporation may amend these Articles of Incorporation, as it may deem necessary for the conduct of its business and the carrying out of its purposes. Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the Bylaws.**

**I, THE UNDERSIGNED,** having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jamie O. LaFolte  
Signature/Registered Agent

February 10, 2004  
Date

Jamie O. LaFolte  
Signature/Incorporator

February 10, 2004  
Date

FILED  
04 FEB 12 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA