

P96000010845



PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
230 N. E. 25TH AVENUE
OCALA, FLORIDA 34470-2938

H. EDWARD DEAN
JONATHAN S. DEAN
SUSAN E. DEAN
ROBERT A. STERNER
DARYL K. NEDELISKY
TIMOTHY B. DEAN
ALBERT J. VIDAL
RONALD P. GREENINGEN

December 19, 1995

TELEPHONE NUMBER
239-2304-2100
FAX NUMBER
352-007-1707
DEAN & DEAN
ATTORNEYS AT LAW
TALLAHASSEE, FLORIDA
FEB 11 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: Articles of Incorporation of
Business Ideas Consultants, Inc.

Dear Sir or Madam:

Enclosed herewith please find the following with respect to the above-mentioned corporation:

1. Original and one copy of the Articles of Incorporation.
2. Filing fee in the amount of \$122.50.

Please provide me with a certified copy of the Articles of Incorporation and return to the address shown above. If you have any questions, please do not hesitate to contact me.

Very truly yours,

H. Edward Dean

7000001702477
-01/31/96--01033--018
****122.50 ****122.50

HED:tb
Enclosures

CORPSECSTAT.LTR

F: CHESSEH FEB 5 1996

**ARTICLES OF INCORPORATION
OF
BUSINESS IDEAS CONSULTANTS, INC.**

FILED
JAN 31 AM 10:40
TALLAHASSEE, FLORIDA
RECEIVED

ARTICLE I

Name. The name of this corporation is **BUSINESS IDEAS CONSULTANTS, INC.** The corporation's principal office is located at 230 N.E. 25th Avenue, Ocala, Florida 34470.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 230 N.E. 25th Avenue, Ocala, Florida 34470, and the name of the

Initial registered agent of this corporation is **H. Edward Dean, Esq.** 230 N.E. 25th Avenue
Ocala, Florida 34470.

ARTICLE VI

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

H. Edward Dean	230 N.E. 25th Avenue
	Ocala, Florida 34470

ARTICLE VIII

Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

H. Edward Dean	230 N.E. 25th Avenue
	Ocala, Florida 34470

ARTICLE IX

Lost or Destroyed Certificates Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

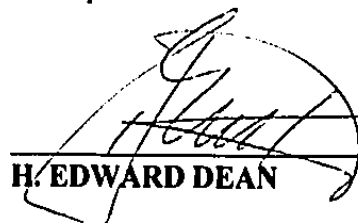
ARTICLE X

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized of permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned does set their hands and seals and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 24 day of January, 1996.

 (SEAL)
H. EDWARD DEAN

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 29th day of January 1996, by **H. EDWARD DEAN** who is personally known to me.

Terri Garden Braman

NOTARY PUBLIC

My Commission Expires:

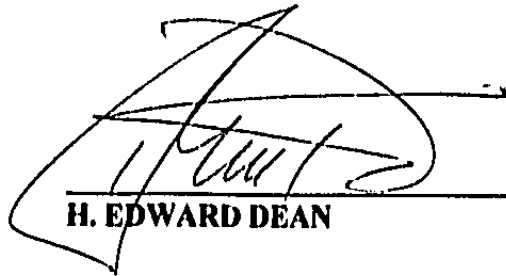


TERRI GARDEN BRAMAN
MY COMMISSION # 00417882 EXPIRES
March 22, 1999
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **BUSINESS IDEAS CONSULTANTS, INC.**, I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated: January 29, 1996.



H. EDWARD DEAN

CORPBUSINESS.ART

FILED
96 JAN 31 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96020010845

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
230 N. E. 28TH AVENUE
OCALA, FLORIDA 34470-2938

H. EDWARD DEAN
JONATHAN B. DEAN
BUBAN E. DEAN
ROBERT A. STERNER
DARYL K. NEDELISKY
TIMOTHY B. DEAN
ALBERT J. VIDAL
RONALD P. GRENINGER

TELEPHONE NUMBER
904-368-2800

FAX NUMBER
904-867-8767

February 15, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: Articles of Amendment
Business Ideas Consultants, Inc.

Dear Sir or Madam:

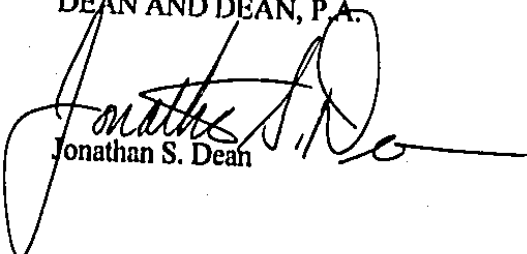
500001716835
-02/16/96--01046--007
*****35.00 *****35.00

Enclosed herein for filing please find Articles of Amendment of Articles of Incorporation of Business Ideas Consultants, Inc. together with a check in the amount of \$35.00 to cover the cost of filing. I have also enclosed an additional copy of the Articles to be return marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, P.A.


Jonathan S. Dean

JSD/lmw
Enclosures

ULTRASECSTAT2.AMD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 16 PM 4:00

722 FEB 19 1996

**ARTICLES OF AMENDMENT OF ARTICLES OF
INCORPORATION OF BUSINESS IDEAS CONSULTANTS, INC.**

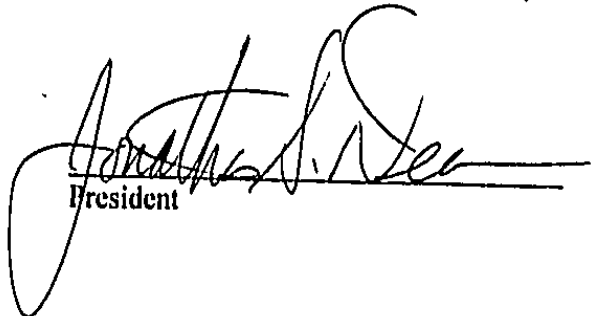
We, the undersigned being the president and secretary of **BUSINESS IDEAS CONSULTANTS, INC.**, a Florida corporation, hereby certify that the following amendments were unanimously adopted by the shareholder and directors of the corporation by unanimous written consent dated February 14, 1996.

Article 1. Name is amended to read as follows:


"The name of the corporation is **DAYSTAR HAY CO., INC.**"

In all other respects, the Articles of Incorporation shall remain as they were to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 14th day of February, 1996.


President

ATTEST:


Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 16 PM 4:00