# P05000050575

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15443 T. Hampton APR 0 6 2005

February 17, 2005

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: THE LOBSTER ZONE, INC.

Enclosed for filing are the original and one copy each of the Articles of Incorporation and a Certificate of Domestication for The Lobster Zone, Inc., and a check payable to the Secretary of State in the amount of \$ 131.25 in payment of the following fees and charges:

#### Articles of Incorporation:

Filing Fee:	\$35.00
Designation of Registered Agent	35.00
Certified Copy	8.75
Certificate of Status	8.75

87.50

#### Certificate of Domestication:

Filing Fee	\$35.00
Certified Copy	8.75

<u>43,75</u> 131,25

Sincerely,

YAVIER CHEACH

#### TRANSMITTAL LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

SUBJECT: HELOKSTER ZONE INC

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication \$50.00

Articles of Incorporation and Certified Copy \$78.75

Total to domesticate and file \$128.7

**OPTIONAL:** 

Certificate of Status \$ 8.75

FROM: XAVIER T. CHERCH

Name (printed or typed)

14545 J. HILITARY TRAIL #167

DELRAY BEACH FL. 33454 City, State & Zip

161-638-5974

Daytime Telephone Number





#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

March 25, 2005

XAVIER T CHERCH 14545 J MILITARY TRAIL STE 167 DELRAY BEACH, FL 33484

SUBJECT: THE LOBSTER ZONE, INC.

Ref. Number: W05000015493

OS APR -S AN 8-1

We have received your document for THE LOBSTER ZONE, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The articles of Domestication must be prepared in compliance with section 607.1801, Florida Statutes. Please refer to this section of the law.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton Document Specialist New Filings Section

Letter Number: 405A00020663

#### CERTIFICATE OF DOMESTICATION

The undersigned Xavier T. Cherch, C.E.O. of The Lobster Zone, Inc., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

- 1. The date the corporation was first formed was October 30, 2003
- 2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was **New Hampshire**
- 3. The name of the corporation immediately prior to filing of this Certificate of Domestication was <u>The Lobster Zone</u>, <u>Inc.</u>
- 4. The name of the corporation as set forth in its articles of incorporation, to be filed pursuant to 607.0202 and 607.0401 with this certificate is **The Lobster Zone**, **Inc.**
- The jurisdiction that constituted the, seige social, or principal place of business or central administration of the corporation, or equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was P. O. Box 766, Portsmouth, New Hampshire, 03802.
- 6. Attached are the Florida articles of Incorporation to complete the domestication requirements pursuant to 607.1801.

I am Chief Executive Officer of Lobster Zone, Inc. and am authorized to sign this Certificate of Domestication on behalf of the Corporationand have done so this

31 st. day of March, 2005

Xavier T. Cherch, CEO

### ARTICLES OF INCORPORATION OF

#### The Lobster Zone, Inc.

The undersigned subscriber[s] to these Articles of Incorporation, natural person[s], competent to contract, hereby form a corporation under the laws of the State of Florida.

#### ARTICLE I- CORPORATE NAME

The name of the corporation is:

The Lobster Zone, Inc.

The address of the Corporation is:

ADDRESS: 14545 J Military Trail
Suite 167
Delray Beach , Florida 33184

#### ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

#### ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue TWENTY MILLION [20,000,00] shares of Capital Stock as follows:

A] TWENTY MILLION [20,000,000] shares of which shall be designated as "Common Stock", having a par value of One Mill [\$0.001] per share, with each share having one vote in every matter required to be submitted for approval by Stockholders.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME:

#### Xavier T. Cherch

## ADDRESS: 14545 J Military Trail Suite 167 Delray Beach , Florida 33184

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have ONE [1] director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one [1]. The names and addresses of the initial directors of the corporation are as follows:

NAME:

Mayier T. Cherch, CEO and Director

ADDRESS: 14545 J Military Trail
Suite 167
Delray Beach , Florida 33184

Ernie Pappas, President and Director
1107 Indian Bluff Drive
Apopka, Florida 32703

Ernest D. Papadoyianis, VP and Director

2234 N. Federal Hwy.

Suite 372

Boca Raton, Florida 33434

Diana Johnson, VP and Director
P.O. Box 766
Portsmouth, NH 03802

- 1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
- 2. The stockholders may, pursuant to the By-Law provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of stock of this corporation as they may see fit.
- 3. The Board of Directors of this corporation shall adopt By-Laws for the government of this corporation which shall be subordinate

only to the certificate of incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any By-Law adopted by the stockholders.

- 4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
- 5. If the By-e By-Laws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the By-Laws, to the extent now or thereafter to be permitted under statutes and laws of the State of Florida.
- 6. If the By-Laws so provide, any stockholder of this corporation, to the extent now or thereafter permitted pursuant to the By-Laws of this corporation and the statues and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this corporation. No such agreement
  - shall impose directors' or stockholders' liabilities upon the stockholders who are parties thereto except to the extent required by the Statutes and laws of the State of Florida.
- 7. The Board of Directors of this corporation is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve in any other capacity and receive compensation therefor in any form.
- 8. The corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, or proceeding to be liable for negligence or misconduct in the performance of duty.

The corporation may also reimburse to any officer, director, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy [whether or not a quorum] that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under By-Law, agreement vote of shareholders or otherwise.

#### ARTICLE VII - INCORPORATORS

The name of the person[s] signing these Articles of Incorporation are as follows:

NAME:

Xavier T. Cherch

ADDRESS:

14545 J Military Trail

Suite 167

CITY:

Delray Beach, Florida 33484

The undersigned subscriber[s] have executed these Articles of Incorporation this 31st Day of March 2005.

Xavier T. Cherch

#### CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

#### CERTIFICATE OF REGISTERED AGENT

OF

#### The Lobster Zone, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

#### 14545 J Military Trail Suite 167

#### Delray Beach , Florida 33484

has named

#### Xavier T. Cherch

located at the aforesaid address, as its Registered Agent to accept service of process within the state.

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(registered agent