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ALSO ADMITTED IN
CALIFORNIA (INACTIVE)
MINNESOTA (INACTIVE)

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

**Re: Pinchers Crab Shack - Waterfront, Inc.,
Articles of Incorporation for Filing**

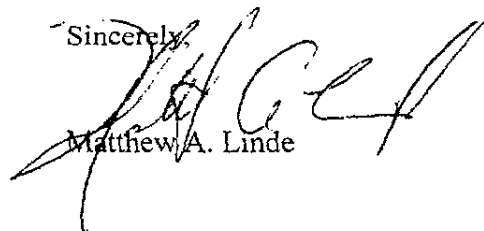
Dear Sir or Madam:

Please find enclosed one (1) original and one (1) photocopy of the Articles of Incorporation for Pinchers Crab Shack-Waterfront, Inc., Pinchers Crab Shack of Naples, Inc., Phelan Holdings, Inc., and Pinchers Crab Shack - McGregor, Inc., and a check in the amount of \$78.75, (\$315.00 total) representing the filing fee and the cost for one (1) certified copy of the Articles of Incorporation for each of the new corporations listed above.

Please also find enclosed Articles of Amendment to the Articles of Incorporation of Pinchers Crab Shack, Inc. along with the \$35.00 filing fee for amending the Articles. Thus, the total amount enclosed is \$350.00

Please mail the certified copy of the Articles to this office at the address listed above. If you should have any questions, please advise.

Sincerely,



Matthew A. Linde

MAL:sdg

Enclosures: Articles of Incorporation
Copy of Articles of Incorporation
Check

New Address

*13693 New Brittany Blvd
Suite H
Ft Myers FL
33907*

ARTICLES OF INCORPORATION
PINCHERS CRAB SHACK - MCGREGOR, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is **PINCHERS CRAB SHACK - MCGREGOR, INC.**

ARTICLE II - DURATION OF CORPORATION

The period of existence of the corporation is perpetual.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is **15271 McGregor Boulevard, Unit 1, Fort Myers, Florida, 33908**. The mailing address of the corporation is **28580 Bonita Crossings Boulevard, Bonita Springs, Florida, 34135**.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office is at **28580 Bonita Crossings Boulevard, Bonita Springs, Florida, 34135**. The name of the initial registered agent at that address is **KATHLEEN M. PHELAN**.

ARTICLE V - AUTHORIZED SHARES

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having par value of ONE DOLLAR (\$1.00) per share.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of one (1) member.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is **KATHLEEN M. PHELAN, 28580 Bonita Crossings Boulevard, Bonita Springs, Florida, 34135**.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

The corporation's existence shall begin on the date these Articles are filed with the Florida Department of State, Division of Corporations.

Dated December 23, 2004


KATHLEEN M. PHELAN, Incorporator

STATEMENT OF REGISTERED AGENT

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.

Dated December 23, 2004


KATHLEEN M. PHELAN, Registered Agent