



The Law Offices of
ARDEN J. LEA

102-A Miracle Strip Parkway SW
Fort Walton Beach, Florida 32548
Telephone (850) 302-0666
Facsimile (850) 302-0668

Walton County Office:
891 Choctawhatchee River Road
Bruce, Florida 32439
Telephone (850) 835-1263

Also Admitted in Louisiana,
Texas and District of Columbia

July 21, 1999

Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, FL 32308

P79000065007

Via UPS Overnight Mail

ATTN: Bette Bowden

RE: Articles of Incorporation for Waterfront Crab Shack, Inc.

Dear Ms. Bowden:

I have been referred to your company by Kathleen Reynolds.

Please find enclosed the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for Waterfront Crab Shack, Inc., together with a check made payable to the Secretary of State in the amount of \$70.00 representing the filing fee. Please walk this application through the Secretary of State's office, then fax the letter evidencing filing to me at (850) 302-0668.

I am also enclosing a check to your company for \$25.00 which I believe is your fee. If this is not correct, please contact my office.

Thank you for your assistance in this matter.

Respectfully,

Arden J. Lea

AJL/ks
Enclosures

APPROVED
AND
FILED
99 JUL 22 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900002938629--0
-07/22/99--01059--009
*****70.00 *****70.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 22 AM 11:37

RECEIVED

TS 7/22/99

**ARTICLES OF INCORPORATION
OF
WATERFRONT CRAB SHACK, INC.**

ARTICLE I - NAME

The name of this corporation is WATERFRONT CRAB SHACK, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

104 Miracle Strip Parkway SW
Fort Walton Beach, Florida 32548

The mailing address of this corporation shall be:

104 Miracle Strip Parkway SW
Fort Walton Beach, Florida 32548

SECRETARY OF STATE
TALAHASSEE, FLORIDA

99 JUL 22 AM 11:52

APPROVED
AND
FILED

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) per value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Arden J. Lea
Attorney at Law
102-A Miracle Strip Parkway SW
Fort Walton Beach, Florida 32548

ARTICLE VI - INCORPORATION

The name and address of the person signing these articles is:

Arden J. Lea
Attorney at Law
102-A Miracle Strip Parkway SW
Fort Walton Beach, Florida 32548

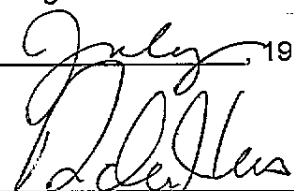
ARTICLE VII - BY-LAWS

The power to adopt, alter amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of July, 1999.


ARDEN J. LEA, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 21st day of July, 1999 by ARDEN J. LEA, who is personally known to me and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC



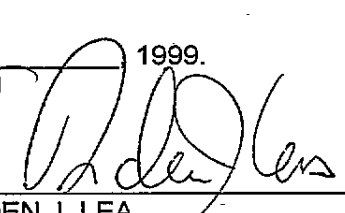
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: WATERFRONT CRAB SHACK, INC.
2. The name and address of the registered agent is: Arden J. Lea, Attorney at Law, 102-A Miracle Strip Parkway SW, Fort Walton Beach, Florida 32548. The address of the principal office is: 104 Miracle Strip Parkway SW, Fort Walton Beach, Florida 32548.

Having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 21st day of July 1999.


ARDEN J. LEA
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 22 AM 11:52

APPROVED
AND
FILED