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BERN'S STEAK HOUSE, INC.

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| Estimated Charge      | \$43.75 |

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FEB 28 2012

T. BROWN

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BERN'S STEAK HOUSE, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, the Articles of Incorporation of BERN'S STEAK HOUSE, INC., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. The name of the Corporation is BERN'S STEAK HOUSE, INC.
2. Article VII of the Articles of Incorporation of the Corporation is hereby amended to

read as follows:

**"ARTICLE VII - Directors**

The Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1)."

3. The foregoing amendment was adopted on February 22, 2012, by the joint written consent of a majority of the shareholders and all of the directors of the Corporation in accordance with the provisions of Sections 607.1003, 607.0704, and 607.0821 of the Florida Statutes.

4. The sole voting group entitled to consent in writing to this amendment is comprised of the holders of common stock, and the number of votes cast for the amendment by the written consent of that voting group was sufficient for approval by it.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment to the Articles of Incorporation of BERN'S STEAK HOUSE, INC. on the 22 day of February, 2012.

BERN'S STEAK HOUSE, INC.  
a Florida corporation

By: David Laxer  
David Laxer, President

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