

650459

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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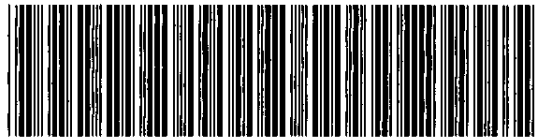
(Business Entity Name)

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DIVISION OF CORPORATIONS
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Amend/CC
@ 1/7/09

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** BOARD CERTIFIED IN WILLS, TRUSTS, ESTATES

December 24, 2008

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

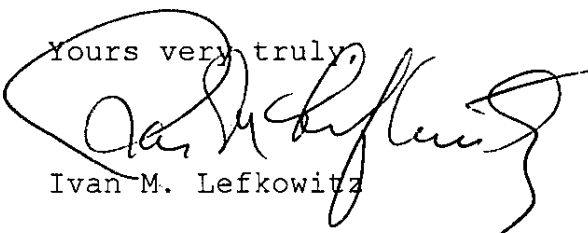
Re: Lombardi's Seafood, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Amendment to the Articles of Incorporation of the above referenced corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy of the Articles of Amendment to the Articles of Incorporation.

Yours very truly,


Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Mr. Anthony Lombardi, Jr., President

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LOMBARDI'S SEAFOOD, INC.**

LOMBARDI'S SEAFOOD, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, under certificate number 650459, as the surviving corporation following Articles of Merger filed in the office of the Secretary of State on November 1, 1984, certifies as follows:

1. The directors and shareholders of the Corporation considered amending the Articles of Incorporation in order to recapitalize the corporate structure by increasing the authorized number of shares of stock to Ten Million (10,000,000), including voting and non-voting shares, and providing for a par value of \$01. After discussion, it was

RESOLVED, that the Articles of Incorporation of LOMBARDI'S SEAFOOD, INC. be amended so as to increase the maximum number of shares of stock authorized to Ten Million (10,000,000), with One Million (1,000,000) voting shares and Nine Million (9,000,000) non-voting shares, and to set the par value of all shares to \$.01 per share, and that Article IV shall be amended to read in its entirety as follows:

ARTICLE IV - CAPITAL STOCK

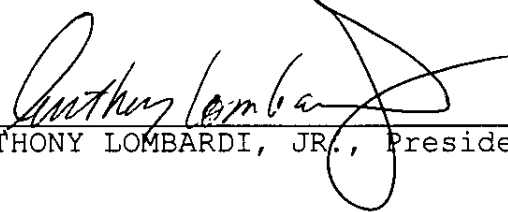
This corporation is authorized to issue Ten Million (10,000,000) shares of common stock having a par value of 01/100 (\$.01) per share. One Million (1,000,000) shares shall be designated and known as voting common stock and Nine Million (9,000,000) of the shares shall be designated and known as nonvoting common stock. Except for voting rights, all shares of common stock shall be subject to the same rights and shall be equal in all other respects.

2. These Articles of Amendment were approved by all of the directors of the Corporation and by all of the shareholders of the Corporation by joint written action dated December 22, 2008.

IN WITNESS WHEREOF, the undersigned President of the Corporation have executed these Articles this 22nd day of December, 2008.

LOMBARDI'S SEAFOOD, INC.

By:


ANTHONY LOMBARDI, JR., President