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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
LA BONITA OLE, INC.

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**SECOND ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF LA BONITA OLE, INC.**

Pursuant to Section 607.1008 of the Florida Business Corporation Act, La Bonita Ole, Inc. (the "Corporation") hereby sets forth the following: (a) the Corporation was incorporated by the filing of its original Articles of Incorporation with the Secretary of State of the State of Florida on May 26, 1992. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on December 20, 1996; (b) the amendments reflected in these Second Articles of Amendment to Articles of Incorporation amend the provisions of the Corporation's Articles of Incorporation, as amended prior to the date hereof, and were duly adopted pursuant to Section 607.1008 of the Florida Business Corporation Act in order, among other things, to put into effect and carry out the confirmation order entered on January 8, 2010, by the United States Bankruptcy Court for the Middle District of Florida, Tampa Division, in the reorganization case styled *In re: La Bonita Ole, Inc.*, Case No. 08-bk-10512-MW, which confirmed the Amended Joint Plan of Reorganization Submitted by Debtor and SunTrust Bank Dated as of August 19, 2009; (c) the United States Bankruptcy Court for the Middle District of Florida has jurisdiction over the Corporation pursuant to the confirmation order and under Chapter 11 of Title 11 of the United States Code and approved these Second Articles of Amendment to Articles of Incorporation on February 17, 2010; and (d) the Articles of Incorporation of the Corporation, as amended prior to the date hereof, are hereby amended as follows:

FIRST: The name of the Corporation is: **LA BONITA OLE, INC.**

SECOND: Article Four of the Articles of Incorporation is hereby deleted and replaced its entirety by the following:

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 2,643,622.70, all of which shall be common shares with a par value of \$.001 per share.

Except as otherwise provided in this Second Articles of Amendment to Articles of Incorporation, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held by him or her on all matters submitted to shareholders for a vote.

Pursuant to Section 1123(a)(6) of Chapter 11 of Title 11 of the United States Code, the Corporation will not issue non-voting equity securities.

Until such time as the principal balance of the Consolidation and Renewal Promissory Note dated as of February 16, 2010 in the

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original principal amount of approximately \$2,398,607.83 made by the Corporation in favor of SunTrust has been reduced to \$555,000.00, except as expressly permitted by the Call Option Agreement, dated as of March 5, 2010, among the Corporation and each of the shareholders party thereto, the Corporation shall not take any of the following actions, either directly or indirectly, whether by amendment of the Corporation's Articles of Incorporation, merger, consolidation, reclassification, recapitalization or otherwise, without (in addition to any other vote required by law or the Corporation's Articles of Incorporation, as amended) the written consent of Mr. Jeffrey Granger: (i) create, or authorize the creation of, or issue or obligate itself to issue shares of, any class or series of capital stock of the Corporation or any of its subsidiaries, (ii) increase or decrease the authorized number of shares of any class or series of capital stock of the Corporation or any of its subsidiaries, or (iii) agree to do or pursue any of the foregoing.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Second Articles of Amendment this 5th day of March, 2010.

LA BONITA OLE, INC.

By:

Name:

Title:

Tammy M. Young
Tammy M. Young
President & CEO

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