

**Eun Ah Choi**

Vice President

Listing Qualifications

November 8, 2021

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on November 8, 2021, The Nasdaq Stock Market LLC (the "Exchange") received from OmniLit Acquisition Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of Class A common stock,  
and one-half of a redeemable warrant

Class A common stock, \$0.0001 par value per share

Redeemable warrants, each whole warrant entitling the holder  
To purchase one share of Class A common stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

