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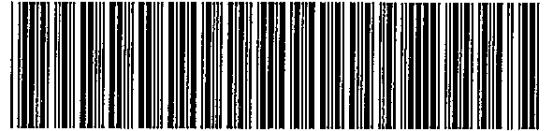
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 4/13/05
Annex 5/16/05/100

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom it May Concern,

Enclosed is the Amended and Restated Declaration of Trust for Fidelity & Deposit Company of London (#D0100000007). Also enclosed is the required fee of \$35.00.

If there are any questions or inquiries please contact: Sheldon B. Williams @ 786.355.4060.

Thank you for your attention to this matter.

Warm Regards,



Sheldon B. Williams
Chairman

AMENDED AND RESTATED

DECLARATION OF TRUST

OF

Fidelity & Deposit Company of London

Dated as of May 12, 2004

WHEREAS, Fidelity & Deposit Company of London was established pursuant to a Declaration of Trust dated March 16, 2001, as amended (the "Original Declaration"), for the investment and reinvestment of funds contributed thereto;

WHEREAS, the Chairman of the Board and Trustee wish to amend and restate the Original Declaration, and hereby certify that this Amended and Restated Declaration of Trust has been amended and restated in accordance with the provisions of the Original Declaration;

ARTICLE 1

Name. The amended name of the Trust is: Stronghold Capital PBG.

ARTICLE 2

Trustees. The amended names and addresses of the trustees in Florida shall be: S. B. Williams and Vernita E. Williams, 701 NE 121st Street #5, North Miami, Florida 33161

The amended principal address is:

701 N.E. 121st Street #5, North Miami, Florida 33161

ARTICLE 3

The amended registered agent street address in the State of Florida is:

701 NE 121st Street #5, North Miami, Florida 33161

ARTICLE 4

The amended purpose of the Trust:

1. To engage in every aspect of investment business as well as all kind of services related to this activity: and
2. Transact any and all lawful business
3. To have a seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
4. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situate;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17. To assign, grant, transfer, pledge, mortgage and convey the owner(s) trust estate pursuant to the terms of the indenture and to hold, manage and distribute to the trust members pursuant to the terms of the operating agreements, mortgages and other transaction agreements defined from time to time.
18. To enter into and perform its obligations under the operative documents which is to be a party;
19. To engage into those activities, which include entering into agreements, that are necessary, suitable or convenient to accomplish the foregoing and are incidental thereto or connected therewith and;
20. Subject to compliance with the operative documents, to engage in such other activities as may be required in connection in conversation of the assets of the trust and the making of distributions to the trust members and the owners of the trust instruments.
21. The Trust is hereby authorized to engage in the foregoing activities and shall not engage in any activity other than in connection with the foregoing or other than as required or authorized by the terms of this agreement or the operative documents.

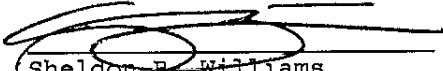
The Trust Administrator and appointed trustee(s) hereby declare that it shall hold the Owner(s) Trust Estate in trust upon the subject to the conditions set forth herein for the use and benefit of the members, subject to the obligations of the Trust under the Operative Documents. It is the intention of the parties hereto that the trust shall constitute a Business Trust under the Business Trust statute and pertaining to the Common Law Declaration of Trust and in accordance with Section 609 of the Florida Statutes and that this agreement shall constitute the governing instrument of such Business Trust. It is the intentions of the parties hereto that, for federal and state income, and state and local franchise tax purposes, the Trust shall not be treated as (i) an association subject separately to taxation as a corporation, (ii) "a publicly traded partnership" as defined in Treasury Regulation Section 1.7704-1, or (iii) a "taxable debt pool" as defined in Section 7701 (1) of the Code, and that each series of instruments shall be classified and the provisions of this trust declaration shall be interpreted to further this intention. Effectively of the date hereof, the Trust Administrator and Appointed Trustee(s) shall have the rights, powers and duties set forth herein and in the Business Trust Statute with respect to accomplishing the purpose of the Trust.


This restated and amended Declaration of Trust shall be effective as of its filing. In Witness Whereof, the undersigned being Trustee(s) of the Trust, has executed this amendment as of the date first written above.

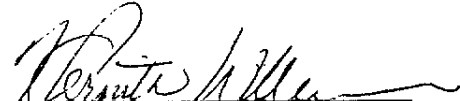
Not in its individual capacity but solely as Trust Administrator and Appointed Trustee(s):

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
6. To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, government district, or municipality or of any instrumentality thereof;
8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its franchises, and income;
9. To lend money for its designated purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
10. To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
11. To elect or appoint officers and agents of the trust and define their duties and fix their compensation;
12. To make donations for the public welfare or for charity, scientific, or educational purposes;
13. To transact any lawful business, which the board of trustees shall find will be in aid of governmental policy;
14. To have and exercise all powers necessary or convenient to affect its purposes;
15. To supply all members of the trust various investment vehicles in Internally and from third parties participants and affiliates through structured agreements between the trust and specified third parties inclusive but not limited to banking institutions, investment banks, insurance companies, re-insurers, mortgage banks and financial services firms.
16. To buy and sell securities, real estate, mortgages, specified in contracts between trust members, as well as lend money for residential, commercial, industrial, agricultural and other purposes defined in separate, private lending agreements. To accept into custody various cash, assets, and collateral for the purpose of achieving funding for trust members.

This Amendment was signed January 3, 2005 by the following parties:


Sheldon B. Williams
Chairman


Sabine Belser
Witness

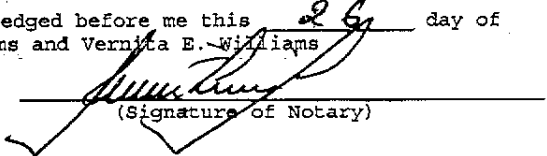

Vernita E. Williams
Trustee


Lewis A. Hinch
Witness

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

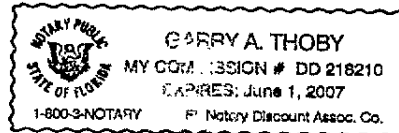
The foregoing instrument was acknowledged before me this 26 day of March 2005, by Sheldon B. Williams and Vernita E. Williams


(Signature of Notary)

(Print, Type of Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification

Type of ID Produced License



AMENDED AND RESTATED

DECLARATION OF TRUST

OF

Fidelity & Deposit Company of London

Dated as of May 12, 2004

WHEREAS, Fidelity & Deposit Company of London was established pursuant to a Declaration of Trust dated March 16, 2001, as amended (the "Original Declaration"), for the investment and reinvestment of funds contributed thereto;

WHEREAS, the Chairman of the Board and Trustee wish to amend and restate the Original Declaration, and hereby certify that this Amended and Restated Declaration of Trust has been amended and restated in accordance with the provisions of the Original Declaration;

ARTICLE 1

Name. The amended name of the Trust is: Stronghold Capital PBG.

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Trustees. The amended names and addresses of the trustees in Florida shall be: S. B. Williams and Vernita E. Williams, 701 NE 121st Street #5, North Miami, Florida 33161

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ARTICLE 3

The amended registered agent street address in the State of Florida is:

701 NE 121st Street #5, North Miami, Florida 33161

ARTICLE 4

The amended purpose of the Trust:

1. To engage in every aspect of investment business as well as all kind of services related to this activity: and
2. Transact any and all lawful business
3. To have a seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
4. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situate;

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
6. To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, government district, or municipality or of any instrumentality thereof;
8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its franchises, and income;
9. To lend money for its designated purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
10. To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
11. To elect or appoint officers and agents of the trust and define their duties and fix their compensation;
12. To make donations for the public welfare or for charity, scientific, or educational purposes;
13. To transact any lawful business, which the board of trustees shall find will be in aid of governmental policy;
14. To have and exercise all powers necessary or convenient to affect its purposes;
15. To supply all members of the trust various investment vehicles in Internally and from third parties participants and affiliates through structured agreements between the trust and specified third parties inclusive but not limited to banking institutions, investment banks, insurance companies, re-insurers, mortgage banks and financial services firms.
16. To buy and sell securities, real estate, mortgages, specified in contracts between trust members, as well as lend money for residential, commercial, industrial, agricultural and other purposes defined in separate, private lending agreements. To accept into custody various cash, assets, and collateral for the purpose of achieving funding for trust members.

17. To assign, grant, transfer, pledge, mortgage and convey the owner(s) trust estate pursuant to the terms of the indenture and to hold, manage and distribute to the trust members pursuant to the terms of the operating agreements, mortgages and other transaction agreements defined from time to time.
18. To enter into and perform its obligations under the operative documents which is to be a party;
19. To engage into those activities, which include entering into agreements, that are necessary, suitable or convenient to accomplish the foregoing and are incidental thereto or connected therewith and;
20. Subject to compliance with the operative documents, to engage in such other activities as may be required in connection in conversation of the assets of the trust and the making of distributions to the trust members and the owners of the trust instruments.
21. The Trust is hereby authorized to engage in the foregoing activities and shall not engage in any activity other than in connection with the foregoing or other than as required or authorized by the terms of this agreement or the operative documents.

The Trust Administrator and appointed trustee(s) hereby declare that it shall hold the Owner(s) Trust Estate in trust upon the subject to the conditions set forth herein for the use and benefit of the members, subject to the obligations of the Trust under the Operative Documents. It is the intention of the parties hereto that the trust shall constitute a Business Trust under the Business Trust statute and pertaining to the Common Law Declaration of Trust and in accordance with Section 609 of the Florida Statutes and that this agreement shall constitute the governing instrument of such Business Trust. It is the intentions of the parties hereto that, for federal and state income, and state and local franchise tax purposes, the Trust shall not be treated as (i) an association subject separately to taxation as a corporation, (ii) "a publicly traded partnership" as defined in Treasury Regulation Section 1.7704-1, or (iii) a "taxable debt pool" as defined in Section 7701 (1) of the Code, and that each series of instruments shall be classified and the provisions of this trust declaration shall be interpreted to further this intention. Effectively of the date hereof, the Trust Administrator and Appointed Trustee(s) shall have the rights, powers and duties set forth herein and in the Business Trust Statute with respect to accomplishing the purpose of the Trust.

This restated and amended Declaration of Trust shall be effective as of its filing. In Witness Whereof, the undersigned being Trustee(s) of the Trust, has executed this amendment as of the date first written above.

Not in its individual capacity but solely as Trust Administrator and Appointed Trustee(s):

This Amendment was signed January 3, 2005 by the following parties:

Sheldon B. Williams
Chairman

Sabrina Beltrami
Witness

Vernita E. Williams
Trustee

Lewis A. Finch
Witness

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 26 day of March 2005, by Sheldon B. Williams and Vernita E. Williams

[Signature]
(Signature of Notary)

(Print, Type of Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification

Type of ID Produced License

