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## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

## DNBC INVESTMENT, L.L.C.

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**AMENDED AND RESTATED  
ARTICLES  
OF  
ARTICLES OF ORGANIZATION  
OF  
DNBC INVESTMENT, L.L.C.**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, DNBC INVESTMENT, L.L.C., a Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Florida Department of State on August 8, 2000, adopts the following Amended and Restated Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company is DNBC INVESTMENT, L.L.C. (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 6530 W. Rogers Circle, Suite 31, Boca Raton, FL 33487.

**ARTICLE III - DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV - MANAGEMENT**

The Company is to be manager-managed. As of the date hereof, the Company's manager is STJ Management Inc.

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**ARTICLE V - REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida is:

**Name****Address**

Sean M. Leder

c/o Leder Group, Inc.  
6530 West Rogers Circle, #31  
Boca Raton, Florida 33487

**ARTICLE VI - INDEMNIFICATION OF MEMBERS AND MANAGERS**

The Company, its receiver or its trustee (in the case of its receiver or trustee, to the extent of the Company's property) shall indemnify, hold harmless from and pay all judgments and claims against each Member or Manager and any shareholders, officers, directors, employees, managers or members of such member or manager, relating to any liability or damage incurred by reason of any act performed or omitted to be performed by such indemnified party in connection with the business of the Company, including attorneys' fees and expenses may be paid as incurred, including all such liabilities under federal and state securities laws (including the Securities Act of 1933, as amended) permitted by law. This Company shall indemnify, hold harmless from and pay all expenses, costs or liabilities of any member or manager who for the benefit of the Company makes any deposit, acquires any option or makes any other similar payment or assumes any obligation in connection with any property proposed to be acquired by the Company, which action shall have been authorized or permitted under the terms of these Articles and who suffers any financial loss as a result of such action.

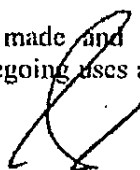
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IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Organization for the foregoing uses and purposes this 22nd day of December, 2006

  
Sean M. Leder  
Authorized Representative

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is DNBC INVESTMENT, L.L.C.
2. The name and street address of the registered agent and office are:

Scan M. Leder  
c/o Leder Group, Inc.  
6530 West Rogers Circle, #31  
Boca Raton, Florida 33487

Dated: December 22, 2006

  
Scan M. Leder  
Authorized Representative

## REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: December 22, 2006

  
Scan M. Leder, Registered Agent

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