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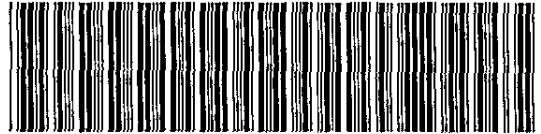
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DATE: 02-13-06

NAME: MELANO COMMERCE LTD CO.

TYPE OF FILING: AMENDMENT

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
of

MELANO COMMERCE Ltd. Co.

(A Florida limited liability company)

Filed in accordance with 608.411, F.S.)

- FIRST:** The name of the limited liability company is **MELANO COMMERCE Ltd. Co.**
- SECOND:** The limited liability company was originally organized in the State of Florida on January 6, 2004.
- THIRD:** The Articles of Organization are hereby amended and restated in their entirety to read as follows:

Article I. Name

The name of this Florida Limited Liability Company is:

MELANO COMMERCE Ltd. Co.

Article II. Registered Agent & Registered Office

The name of the Company's Registered Agent and Street Address Registered of the Registered office are:

Florida Filing & Search Services, Inc.

1333 North Duval Street
Tallahassee, FL 32303

Article III. Address

The Company's mailing address is: American Incorporators Ltd., 1220 N. Market Street, Suite 808, Wilmington, DE 19801.

The address of company's principal of place of business is : Drake Chambers, Road Town, Tortola, British Virgin Islands.

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Article IV. Contributions

The total amount of cash and a description and agreed upon value of property other than cash contributed will be determined by the members in accordance with the limited liability company operating agreement.

Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a member-managed company. The name and address of the initial Member/s shall be:

Milltown Corporate Services Ltd.
Road Town, Tortola
BVI

Article VII. Company Existence

The Company's existence shall be perpetual.

The undersigned Authorized Representative of Member/s executed these Amended and Restated Articles of Organization of MELANO COMMERCE Ltd. Co. on February 13, 2006.



Sid Garnett

Authorized Representative of Member/s