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STATE OF FLORIDA
 TALLAHASSEE

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604-46233

LIMITED LIABILITY AMENDMENT

DB FONTAINEBLEAU, LLC

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Audit No. H-04000223993-3
Tuesday, November 9, 2004

**First Amendment to Articles of Organization
of DB Fontainebleau, LLC.**

THE UNDERSIGNED, as the authorized representative of the Members and the Manager of DB Fontainebleau, LLC hereby makes and files this Amendment to the Articles of Organization of DB Fontainebleau, LLC. (Florida Document #L04000046233) formed on June 18, 2004. The Articles are amended as follows:

- 1. The name of the Company is amended to be "DB Biloxi II, LLC."
- 2. The Members / Managers of the Company are as follows: Dana J. Berman, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133; Josh Schwartz, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133; and Charles Anderson, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.
- 3. The FBI number of the Company is 90-0182926.

The foregoing changes are effective as of November 1, 2004. In all other respects, the Articles of Organization remain unchanged and in full force and effect.

IN WITNESS THEREOF, the undersigned, as the authorized representative of the Members and the Managers, has made and subscribed this Amendment to Articles of Organization at Coconut Grove, Miami-Dade County, Florida for uses and purposes aforesaid this 9th ^(date) day of November 2004.



Steven C. Cronig
307 Continental Plaza
3250 Mary Street
Coconut Grove, Florida 33133
Telephone (305) 444-6300

(In accordance with §608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
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