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LIMITED LIABILITY AMENDMENT

DB BILOXI II, L.L.C.

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Thursday, December 16, 2004

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**Second Amendment to Articles of Organization
of DB Biloxi II, LLC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as the authorized representative of the Members and the Manager of hereby makes and files this Second Amendment to the Articles of Organization of **DB Biloxi II, LLC.** (Florida Document #L04000046233; FEI #90-0182926) formed on June 18, 2004 and previously amended on November 9, 2004. The Articles are amended as follows:

1. The Members of the Company are as follows:

Deborah F. Berman, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

Joshua Schwartz, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

Charles Anderson, 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

Deborah F. Berman as Custodian for Kevin Berman, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

Deborah F. Berman as Custodian for Haley Berman, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

Deborah F. Berman as Custodian for Kamryn Berman, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

Deborah F. Berman as Custodian for Ethan Berman, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

2. The Manager of the Company is **DB Biloxi II Manager Incorporated**, a Florida corporation, 501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

The foregoing change is effective as of December 17, 2004. In all other respects, the Articles of Organization remain unchanged and in full force and effect.

This instrument prepared by:

Steven C. Cronig, Esquire

Florida Bar No. 307068

Baker & Cronig LLP.

307 Continental Plaza

3250 Mary Street

Coconut Grove, Florida 33133

Telephone (305) 444-6300

Amendment to Articles of Organization

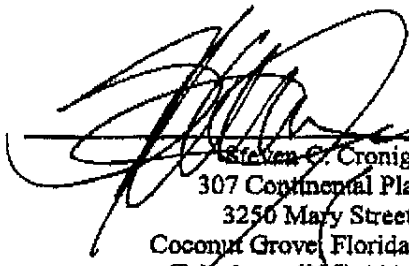
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IN WITNESS THEREOF, the undersigned, as the authorized representative of the Members and the Managers, has made and subscribed this Amendment to Articles of Organization at Coconut Grove, Miami Dade County, Florida for uses and purposes aforesaid this 16th day of December 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.)

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File #10435-002-Thursday, December 16, 2004
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