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DB BILOXI II, L.L.C.

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

THE UNDERSIGNED, as the authorized representative of the Members and the Manager of hereby makes and files this Third 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 and December 16, 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.

 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.

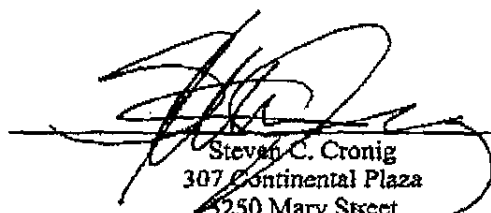
The foregoing change is effective as of January 19, 2006. In all other respects, the Articles of Organization remain unchanged and in full force and effect.

This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
Baker Cronig Gassenheimer LLP.
307 Continental Plaza
3250 Mary Street
Coconut Grove, Florida 33133
Telephone (305) 444-6300

EFFECTIVE DATE
01/19/06

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Thursday, January 19, 2006

IN WITNESS THEREOF, the undersigned, as the authorized representative of the Members and the Manager, has made and subscribed this Amendment to Articles of Organization at Coconut Grove, Miami-Dade County, Florida for uses and purposes aforesaid this 19th ~~(19th)~~ day of January 2006


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

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(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.)

S:\Steve\Limited Liability Companies\Amendments\10433-002, Second Amendment to Articles of DB Bitoxi II, LLC.wpd
File #10433-002/Thursday, January 19, 2006
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