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NAME: DENARII SYSTEMS LLC

TYPE OF FILING: AMEDNED & RESTATED ARTICLES OF
ORGANIZATION

COST: \$55

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AUTHORIZATION: ABBIE/PAUL HODGE



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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
DENARII SYSTEMS, LLC**

In accordance with, and pursuant to the provisions of Sections 608.407 and 608.411 of the Florida Limited Liability Company Act (the "Act"), **DENARII SYSTEMS, LLC**, a Florida limited liability company (the "Company") which filed its original Articles of Organization on December 1, 2006 hereby adopts the following Amended and Restated Articles of Organization (the "Restated Articles") as follows:

ARTICLE I - NAME

The name of this limited liability company shall be **DENARII SYSTEMS, LLC**.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business and mailing address of the Company are the same and shall be 404 Washington Avenue, Suite 620, Miami Beach, Florida 33139.

ARTICLE III - TERM OF EXISTENCE

The Company shall have perpetual existence unless sooner dissolved as provided by the Company's Amended and Restated Operating Agreement.

ARTICLE IV - PURPOSE

The Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida, subject to the terms and conditions in the Company's Amended and Restated Operating Agreement.

ARTICLE V - EFFECTIVE DATE

These Restated Articles shall be effective immediately upon approval by the Secretary of State of Florida.

**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The registered office of the Company shall be located at 9155 South Dadeland Boulevard, Dadeland Centre, Suite 1208, Miami, Florida 33156-2739, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be Miguel A. Maspons, Esq. with the Law Firm of Abadin Cook.

ARTICLE VII - MANAGEMENT OF BUSINESS

The Company shall be managed by a Board of Managers in accordance with the terms and conditions of the Company's Amended and Restated Operating Agreement, these Restated Articles and under the laws of the State of Florida. The initial Board of Managers shall consist of the following:

Mytnik

Jonathan Mytnick;
Jorge Guzman; and
Edward Moffly.



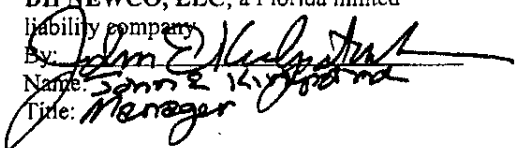
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ARTICLE VIII - RESTRICTIONS

The right to: transfer any interest in the Company, sell or otherwise transfer of the Company or similar events are only permitted if in accordance with the terms and conditions of the Company's Amended and Restated Operating Agreement and under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have duly executed these Amended and Restated Articles of Organization on this 18th day of January 2012.

DH NEWCO, LLC, a Florida limited liability company

By: 
Name: John E. Kucharski
Title: Manager

VADAL GROUP LIMITED, a Nevada limited liability company

By: Plascot Limited, a company formed under the laws of the Republic of Seychelles, its Manager

By: _____
Name: _____
Title: _____

MURAT FINANCE SERVICES LLC, a Nevada limited liability company

By: Plascot Limited, a company formed under the laws of the Republic of Seychelles, its Manager

By: _____
Name: _____
Title: _____

DUNSTONE ENTERPRISES LLC, a Nevada limited liability company

By: Plascot Limited, a company formed under the laws of the Republic of Seychelles, its Manager

By: _____
Name: _____
Title: _____

HEATHGROVE INTERNATIONAL LLC, a Nevada limited liability company

By: Plascot Limited, a company formed under the laws of the Republic of Seychelles, its Manager

By: _____
Name: _____
Title: _____

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the Registered Agent for Denarii Systems, LLC, a Florida limited liability company as stated in the Company's Amended and Restated Articles of Organization.



Miguel A. Maspons, Esq.
Registered Agent