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NAME: GROBRO INVESTMENTS, L.L.C.
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
GROBRO INVESTMENTS, L.L.C.**

The Articles of Organization of GROBRO Investments, L.L.C., a Florida Limited Liability Company ("Limited Liability Company"), filed with the Department of State on November 24, 1997, document number L97000001321, are hereby amended and restated in their entirety as follows:

ARTICLE I - Name

The name of the Limited Liability Company is:

GROBRO Investments, L.L.C.

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ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 2875 NE 191st Street, PH 3A, Aventura, Florida 33180.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by one manager and the name and address of such manager who is to serve as manager is SMG Ventures, Inc., 2875 NE 191st Street, PH3A, Aventura, Florida 33180 (FL Document No.: P94000058888).

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**ARTICLE V
Admission of Additional Members**

The members shall have the right to admit additional members by unanimous written approval of the admission of the proposed new member by all members or their designated representatives.

**ARTICLE VI
Members Rights to Continue Business**

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue business. If all the remaining members consent to continue business, this shall be expressed in writing and a statement reflecting the new proportions of ownership filed with the Department of State within 30 days of the event.

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ARTICLE VII - Registered Agent

The name and address of the agent for service of process required to be maintained by Section 608.407(d) of the Florida Limited Liability Company Act is Sean Grossman, 2875 NE 191st Street PH 3A, Aventura, Florida 33180.

IN WITNESS WHEREOF, the undersigned, being the President of the company serving as manager of this Limited Liability Company, SMG Ventures, Inc., has duly executed these Amended and Restated Articles of Organization of GROBRO Investments, L.L.C., this 28th day

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of January 1998, for filing in accordance with section 608.411(5) of the Florida Limited Liability Company Act.

These Amended and Restated Articles of Organization shall be effective upon filing.

SMG VENTURES, INC.
Management Company for
GROBRO Investments, L.L.C.

By: 
Sean Grossman, President

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