

**OPERATING AGREEMENT OF
GDB CAPITAL GROUP, LLC**

STATE OF GEORGIA
COUNTY OF LOWNDES

This Operating Agreement (the "Agreement") is made the 15th day of Nov, 2004, by Don Brotherton (hereinafter referred to as the member). The securities offered hereby have not been registered under the Securities Act of 1933, as amended (the "Federal Act"), the Georgia Securities Act of 1973, as amended (the "Georgia Act"), or the Securities Laws of any State, and are being offered and sold in reliance on exemptions from the registration requirements of the Federal Act and various applicable State laws. In addition, the transfer of the securities is subject to the restrictions on transfer and other terms and conditions set forth in the Operating Agreement. These securities may not be offered for sale, pledged, hypothecated, sold, assigned, or transferred except in compliance with the terms and conditions of the Operating Agreement. Further, these securities may not be offered for sale, pledged, hypothecated, sold, assigned, or transferred unless such transfer is under the circumstances which, in the opinion of legal counsel acceptable to the company, do not require that the securities be registered under the Federal Act or any applicable State securities laws, or such transfer is pursuant to an effective registration statement under the Federal Act or any applicable State securities laws.

WHEREAS, the member desires to form a Limited Liability Company pursuant to the Georgia Limited Liability Company Act; and

WHEREAS, the member desires to set forth his respective rights, duties, and responsibilities with respect to such Limited Liability Company.

NOW THEREFORE, for and in consideration of the mutual promises, obligations, and agreements contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the member/manager, intending to be and being legally bound, does hereby agree as follows:

1.

NAME OF COMPANY

The name of the company shall be GDB CAPITAL GROUP, LLC (The "Company").

2.