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DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

Alpha Capital Holdings, L.L.C.

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12/9/2005

### ARTICLES OF ORGANIZATION OF ALPHA CAPITAL HOLDINGS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I

The name of the limited liability company is Alpha Capital Holdings, L.L.C. (the "Company").

# ARTICLE II MAILING AND STREET ADDRESSES

The mailing address and the street address of the principal office of the Company is:

777 Brickell Avenue Suite 1010 Miami, Florida 33131

# ARTICLE III NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

Raul Henriquez 777 Brickell Avenue Suite 1010 Miami, FL 33131

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE IV
MANAGEMENT

The Company shall be manager-managed company.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this  $\underline{8}'$  day of December 2005.

RAUL HENRIOUEZ

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#### STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Alpha Capital Holdings, L.L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: December 2005

Registered Agent

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