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ARTICLES OF INCORPORATION

OF

ALPINE VENTURE CAPITAL CORP.

ARTICLE I - NAME

The name of the corporation is Alpine Venture Capital Corp. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the Corporation's principal office and the Corporation's mailing address is 777 S. Flagler Drive, S. 909 East Tower, West Palm Beach, Florida 33401.

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ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, S. 3000, Miami, Florida 33131; and the name of the initial registered agent of the Corporation at that address is Intrastate Registered Agent Corporation.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Lynn K. Gefen 625 N. Flagler Drive, Suite 700 West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of August, 1999.

Lynn K Gefen

WPBT#156900 v1

CERTIFICATE OF DESIGNATION OF ADDRESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Alpine Venture Capital Corp., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at 701 Brickell Avenue, S. 3000, Miami, Florida 33131, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 11th day of August, 1999.

INRASTATE REGISTERED AGENT CORPORATION

David L. Perry, Jr.

Vice President