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30141 Agoura Road, Suite 205
Agoura Hills, California 91301

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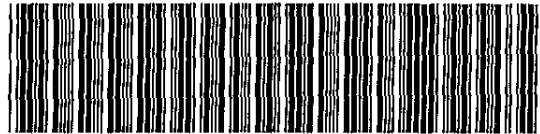
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-28-03

ARTICLES OF INCORPORATION
OF
R&E New Holdings Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I NAME

The name of the Corporation shall be: R&E New Holdings Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8842 W. Flagler St., Suite 207
Miami, Florida 33174

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 10,000 at \$0.01 par value per share.

ARTICLE IV INITIAL DIRECTORS

The name(s) and address(s) of the initial Director(s) is/are:

Rene Rivero
8842 W. Flagler St. Suite 207
Miami, Florida 33174

Ernesto Rivero
8842 W. Flagler St., Suite 207
Miami, Florida 33174

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ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Rene Rivero
8842 W. Flagler St., Suite 207
Miami, Florida 33174

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Nellie Akalp
30141 Agoura Rd., Suite 205
Agoura Hills, California 91301

Nellie Akalp
Nellie Akalp, Incorporator

5-9-03
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Rene Rivero
Rene Rivero, Registered Agent

05-14-03
Date