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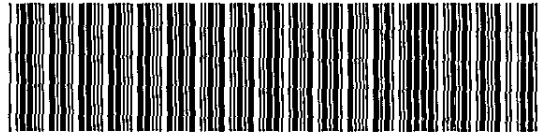
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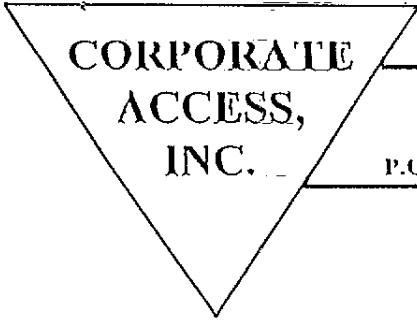
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Articles

1.) LAS BRISAS NV, Inc  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF  
LAS BRISAS NV, INC.  
(a Florida Corporation)**

The undersigned incorporator(s), for the purposes of forming a corporation under the laws of the state of Florida, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is: **LAS BRISAS NV, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business address of the corporation is: 1108 Kane Concourse, #301, Bay Harbor Islands, FL 33154 (and the mailing address is: P.O. Box 402803, Miami Beach, FL 33140-2803).

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent of the corporation is: GARY A. BODZIN at 3050 Aventura Blvd., #300, Aventura, FL 33180.

**ARTICLE V: INCORPORATORS**

The name(s) and address(es) of the incorporator(s) of this corporation is (are): HUGO G. MORALES and REINALDO BIBOLINI, both at 1108 Kane Concourse, #301, Bay Harbor Islands, FL 33154 (and whose mailing addresses are: P.O. Box 402803, Miami Beach, FL 33140-2803).

**ARTICLE VI: INITIAL BOARD OF DIRECTORS/OFFICERS**

The name(s) and address(es) of the initial members of the Board of Directors of the corporation is (are): HUGO G. MORALES and REINALDO BIBOLINI, both at 1108 Kane Concourse, #301, Bay Harbor Islands, FL 33154 (and whose mailing addresses are: P.O. Box 402803, Miami Beach, FL 33140-2803). The name(s) and address(es) of the initial Officers of the corporation is (are): HUGO G. MORALES, President, and REINALDO BIBOLINI, Secretary, both at 1108 Kane Concourse, #301, Bay Harbor Islands, FL 33154 (and whose mailing addresses are: P.O. Box 402803, Miami Beach, FL 33140-2803).

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ARTICLE VII: PURPOSE OF CORPORATION

The major purpose of the corporation shall be to engage in real estate investment, development and management, and in addition, to engage in all legal activities relating thereto. The corporation is also authorized to engage in any other business or to perform any other act not prohibited by law.

ARTICLE VIII: LIMITED LIABILITY

The shareholders of the corporation shall not be personally liable for any of the obligations of the corporation to any extent.

The undersigned has executed these Articles of Incorporation this 6<sup>th</sup> day of December, 2004.

  
HUGO G. MORALES (Incorporator)


  
REINALDO BIBOLINI (Incorporator)

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is: LAS BRISAS NV, INC.
2. The name and street address of the registered agent of the corporation is: GARY A. BODZIN at 3050 Aventura Blvd., #300, Aventura, FL 33180.

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 ALL OF 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.

  
GARY A. BODZIN, Registered Agent

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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

ss.

Before me personally appeared **HUGO G. MORALES** and **REINALDO BIBOLINI**,  
who is/are personally known to me, or who produced  
(personally known to me) as identification, and he/she/they stated that  
the foregoing instrument was executed for the purposes therein expressed, this 6<sup>th</sup> day  
of December, 2004.

Kathleen Walters  
NOTARY PUBLIC  
(official stamp/seal)

