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**MILLIE LAGUNA, P.A.**

*Attorneys at Law*  
9190 Sunset Drive  
Miami, Florida 33173  
Telephone (305)596-5202  
Facsimile (305)596-7835

January 13, 2005

Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

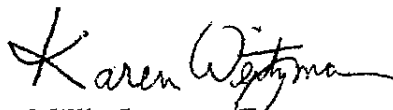
RE: Incorporation of Las Brisas Developers, Inc./REPECA, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation for Las Brisas Developers, Inc., and for REPECA, Inc., as well as our check for the filing fees. Please file same and return certified copies of the articles of incorporation to us.

Thank you for your assistance.

Very truly yours,

 in her  
Millie Laguna, Esq. absence.

ML:kw

Enclosures

ARTICLES OF INCORPORATION

OF

LAS BRISAS DEVELOPERS, INC.

ARTICLE I

NAME

The name of the corporation is Las Brisas Developers, Inc.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office and agent of this corporation is:

- (a) Registered Agent - Jack L. Weitzman
- (b) Registered Agent Office - 9190 Sunset Drive

Miami, Florida 33173

ARTICLE VI

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the Corporation is 10407 Old Cutler

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Road, #212, Miami, Florida 33190. The mailing address of the Corporation is 10407 Old Cutler Road, #212, Miami, Florida 33190.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Directors and officers of this corporation are:

Director/President:

Jose Antonio Lopez Pernalette      10407 Old Cutler Road, #212  
Miami, Florida 33190.

Director/Vice President:

Belquiz Ortiz Sanchez              10407 Old Cutler Road, #212  
Miami, Florida 33190.

Director/Secretary:

Rafael Boggio                        10407 Old Cutler Road, #212  
Miami, Florida 33190.

#### ARTICLE VIII

##### INCORPORATOR

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

Jose Antonio Lopez Pernalette, whose address is 10407 Old Cutler Road, #212, Miami, Florida 33190.

ARTICLE IX

AMENDMENT OF ARTICLES

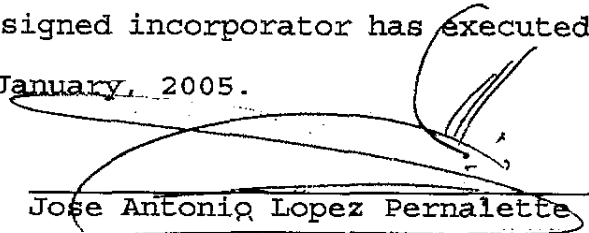
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 3rd day of January, 2005.

  
Jose Antonio Lopez Pernalette

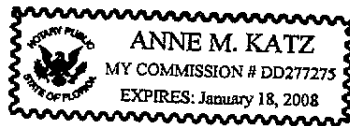
STATE OF FLORIDA            )  
                                  ) SS:  
COUNTY OF MIAMI-DADE    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Jose Antonio Lopez Pernalette, known to me and known by me to be the

person who produced his FL A/L

executed the foregoing articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 3rd day of January, 2005.



Anne M. Katz  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Sections 607.0501 and 607.0505, Florida Statutes.

DATED this 3rd day of January, 2005.

Jack L. Weitzman  
JACK L. WEITZMAN  
REGISTERED AGENT

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