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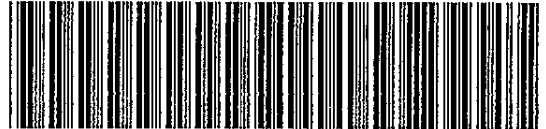
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cd

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

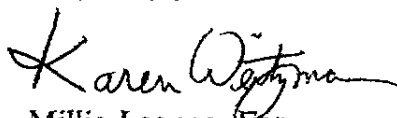
RE: Incorporation of Las Brisas Developers, Inc./REPECA, Inc.

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**

REPECA, INC.

ARTICLE I

NAME

The name of the corporation is REPECA, 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 or 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 - Millie Laguna.

(b) Registered Agent Office - 9190 Sunset Drive, Miami, Florida 33173

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ARTICLE VI

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the Corporation is at 9190 Sunset Drive, Miami, FL 33173.

Its mailing and street addresses are 9190 Sunset Drive, Miami, FL 33173.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two 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 of this corporation are:

Maria Susana Romero
9190 Sunset Drive
Miami, FL 33173

Maria Eugenia Romero
9190 Sunset Drive
Miami, FL 33173

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are: Millie Laguna, 9190 Sunset Drive, Miami, FL 33173.

ARTICLE IX

AMENDMENT OF ARTICLES

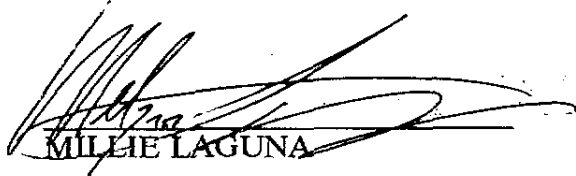
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

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 13 day of January, 2004.


MILLIE LAGUNA

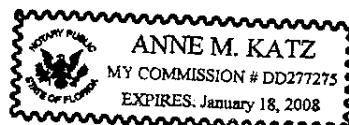
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared MILLIE LAGUNA, known to me and known by me to be the person who executed the foregoing articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 13th day of January, 2005.


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 Section 607.0501 and 607.0505, Florida Statutes.

DATED this 13 day of January, 2005.


MILLIE LAGUNA
REGISTERED AGENT

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