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W09-33103

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2009 JUL 31 PM 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 3 2009

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: A.G.U.E.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Ramiro Marrero
Name (Printed or typed)

c/o 2100 Coral Way # 304
Address

Miami, FL 33145
City, State & Zip

(305) 250-5649
Daytime Telephone number

obeiro@aol.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



RECEIVED
DEPARTMENT OF STATE

09 JUL 31 PM 12:44

FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 20, 2009

RAMIRO MARRERO
2100 CORAL WAY #304
MIAMI, FL 33145

SUBJECT: A.G.U.E.
Ref. Number: W09000033103

We have received your document for A.G.U.E. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 309A00024814

ARTICLES OF INCORPORATION

OF

A.G.U.E. INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I.-NAME

The name under which this corporation will conduct its business and be known and recognized is:

A.G.U.E. INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

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TALLAHASSEE, FLORIDA

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: 100 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no preemptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V.- ADDRESS

The initial place of business address of this corporation in the State of Florida is: 4160 WEST 16 AVENUE #504, HIALEAH, FL 33012

The registered office address for this corporation in the State of Florida will be: 4160 WEST 16 AVENUE #504, HIALEAH, FLORIDA 33012

Its registered agent: RAMIRO MARRERO, M.D.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII. - DIRECTORS

This corporation shall have ONE (1) Director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by his as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or

invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLES VIII. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name

Address

RAMIRO MARRERO, M.D.

4160 WEST 16 AVENUE #504

HIALEAH, FL 33012

ARTICLE IX. - SUBSCRIBERS

**The name and post office address of each subscriber of these Articles of
Incorporation is:**

Name

Address

RAMIRO MARRERO, M.D.

4160 WEST 16 AVENUE #504

HIALEAH, FL 33012

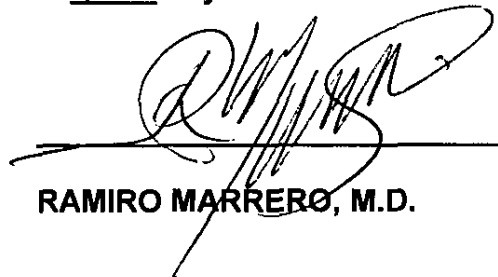
ARTICLE X. - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 10 day of JULY A.D. 2008


_____(SEAL)
RAMIRO MARRERO, M.D.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

That A.G.U.E. INC.

desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of
Incorporation at City of Hialeah, County of Miami-Dade, State of Florida,
has named RAMIRO MARRERO, M.D.
located at : 4160 WEST 16 AVENUE #504, HIALEAH, FL 33012
as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By



RAMIRO MARRERO, M.D.
REGISTERED AGENT

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TALLAHASSEE, FLORIDA