

P12000060524

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

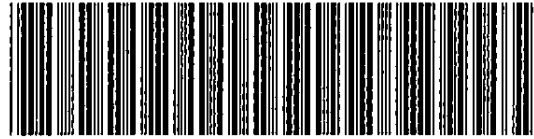
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W12000035284

Office Use Only



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FILED  
12 JUL 10 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
06/28/12--01022012  
\*\*125.00

D. BRUCE

JUL 11 2012

EXAMINER

# GAGEL LAW FIRM

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2030 S. Douglas Rd., Suite 109, Coral Gables, Fl. 33134  
Tel: (305) 444-7775 Fax: (305) 444-1162  
E-mail: [jgagel@jgagel.com](mailto:jgagel@jgagel.com)

Deborah Bruce  
Regulatory Specialist

Dear Ms. Bruce:

Enclosed please find Article of Incorporation for:

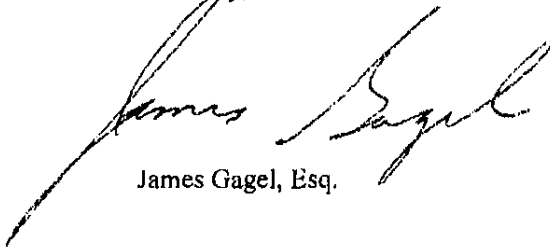
INSUTEC USA of Florida, Inc.

The Articles of Organization for INSUTEC Florida, LLC, were returned to us due to a similar name. We will not pursue the registration of the entity as an LLC.

Instead, we have renamed the entity "INSUTEC USA of Florida, Inc." and are filing these Articles of Incorporation for this Florida Corporation.

Enclosed is a copy of the check sent to file INSUTEC Florida, LLC., Please issue a refund for the remaining balance.

Sincerely,



James Gagel, Esq.

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12 JUL 10 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 2, 2012

GAGEL LAW FIRM  
ATTN: JAMES GAGEL, ESQ.  
2030 S. DOUGLAS RD., SUITE 109  
CORAL GABLES, FL 33134

SUBJECT: INSUTEC FLORIDA, LLC  
Ref. Number: W12000035284

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12 JUL 10 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for INSUTEC FLORIDA, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

The document number of the name conflict is F17363.

Please return 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) 245-6051.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 912A00017903

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

# GAGEL LAW FIRM

2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134  
Tel: (305) 444-7775 Fax: (305) 444-1162  
E-mail: [jgagel@jgagel.com](mailto:jgagel@jgagel.com)

June 27, 2012

Registration Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **INSUTEC Florida, LLC**

The enclosed Articles of Organization and fee are submitted for filing. Please direct all correspondence and all other communications concerning this matter to the undersigned.

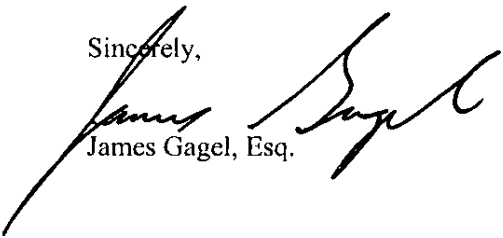
E-mail address: [jgagel@jgagel.com](mailto:jgagel@jgagel.com) (for future annual report notification)

Enclosed is a check for: \$125.00 Filing Fee

For your convenience, please note that the enclosed Articles of Organization contain the following names and addresses of the company's managing members and managers:

- | <u>Name</u>                     | <u>Address</u>   |
|---------------------------------|--|
| 1. <b>INSUTEC Delaware, LLC</b> | 1675 South State St., Suite B, Dover, Delaware 19901   |
| <b>Title: MGRM</b>              |  |
| 2. <b>Roger D. Valladares</b>   | 3 Cuadras al Oeste del Puente Rio Blanco Carretera<br>hacia Amenta Boulevard del Norte San Pedro Sula,<br>Republica de Honduras. |
| <b>Title: MGR</b>               |  |
| 3. <b>Roger E. Valladares</b>   | 3 Cuadras al Oeste del Puente Rio Blanco Carretera<br>hacia Amenta Boulevard del Norte San Pedro Sula,<br>Republica de Honduras. |
| <b>Title: MGR</b>               |  |

Sincerely,

  
James Gagel, Esq.

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JUL 10 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

of

INSUTEC USA of Florida, Inc.

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12 JUL 10 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I

### Name and Duration

The name of the Corporation is INSUTEC USA of Florida, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

## ARTICLE II

### Principal Office

The address of the principal office of the Corporation is 2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134

## ARTICLE III

### Registered Office and Agent

The address of the registered office in the State of Florida is 2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134. The name of the registered agent at such address is James Gagel, Esq.

## ARTICLE IV

### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

## ARTICLE VI

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall not be less than one. Directors named herein and those elected at the first annual meeting and at all times thereafter shall serve for a term of one year or until the annual meeting of shareholders following the election of Directors and until the qualification of their successors in office.
2. Annual meetings shall be held at annually at the principal office of the corporation or as such other places and times as the Board of Directors may designate from time to time by resolution.
3. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.
4. The names and addresses of the persons who are to serve as the initial Directors are:  
  
**Director: Roger D. Valladares**  
Address: 3 Cuadras al Oeste del Puente Rio Blanco Carretera hacia  
Amenta Boulevard del Norte San Pedro Sula, Republic of Honduras.  
  
**Director: Roger E. Valladares**  
Address: 3 Cuadras al Oeste del Puente Rio Blanco Carretera hacia  
Amenta Boulevard del Norte San Pedro Sula, Republic of Honduras.
5. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

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SECRETARY OF STATE  
TULAHASSEE, FLORIDA

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## ARTICLE VII

### Officers

1. The Board of Directors shall elect the President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially such officers are to be named in these Articles of Incorporation, and thereafter elected at the annual meeting of the Board of Directors.
2. The names and addresses of the persons who are to serve as the initial officers are:

**President:** Roger D. Valladares

Address: 3 Cuadras al Oeste del Puente Rio Blanco Carretera hacia  
Amentia Boulevard del Norte, San Pedro Sula, Republica de Honduras.

**Vice President, Secretary:** Roger E. Valladares

Address: 3 Cuadras al Oeste del Puente Rio Blanco Carretera hacia  
Amentia Boulevard del Norte, San Pedro Sula, Republica de Honduras.

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE X

### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

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JUL 10 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE XI**

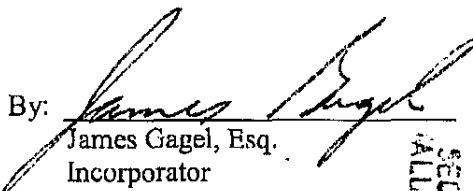
**Incorporator**

The name and street address of the Incorporator of the Corporation is: James Gagel, Esq., 2030 S. Douglas Rd., Suite 109 Coral Gables, FL. 33134

**IN WITNESS WHEREOF**, the undersigned, for the purpose of filing these Articles of Incorporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Miami, Miami-Dade County, Florida, and this 2<sup>nd</sup> day of July, 2012.

By:

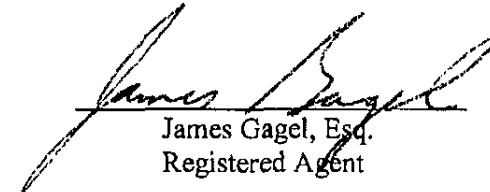
  
James Gagel, Esq.  
Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as Registered Agent and registered office of INSUTEC USA of Florida, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as Registered Agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as Registered Agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 2<sup>nd</sup> day of July, 2012.

  
James Gagel, Esq.  
Registered Agent

12 JUL 10 AM 09:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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