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# GAGEL LAW FIRM

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September 16, 2013

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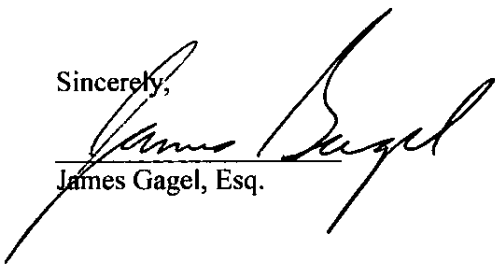
Tel: (850) 245-6052

Subject: **INTERNATIONAL TECHNOLOGY & EDUCATION CORPORATION**

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for: \$87.50 for the Filing Fee, Certificate of Status & Certified Copy.

Please return the requested documents to the undersigned.

Sincerely,



James Gagel, Esq.

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**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL TECHNOLOGY & EDUCATION CORPORATION**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is International Technology & Education Corporation. 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 2315 NW 107 Ave., Suite 1M22, Box 117, Miami Free Zone, Doral, Florida 33172

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office of the Corporation in the State of Florida is 2030 S. Douglas Rd., Suite 109, Coral Gables, Florida 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 10,000 shares of Common Stock ("Common Stock"), \$0.0001 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 never 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. 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.
5. The names and addresses of the persons who are to serve as the initial Directors are:
  - a. **Director:** Roger Danilo Valladares Varela  
Address: 2030 S. Douglas Rd., Suite 109, Coral Gables, Florida 33134
  - b. **Director:** Roger Enrique Valladares Baker  
Address: 2030 S. Douglas Rd., Suite 109, Coral Gables, Florida 33134
  - c. **Director:** Rodolfo Enrique Torres Lazo  
Address: 2030 S. Douglas Rd., Suite 109, Coral Gables, Florida 33134

## **ARTICLE VII**

### **Corporate Officers**

The Board of Directors shall elect the Chief Executive Officer, Chairman of the Board, President, Chief Operating Officer, Chief Financial Officer, one or more Vice Presidents, Secretary, Assistant Secretary, Treasurer, 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 by resolution of the Board of Directors.

The names and addresses of the persons who are to serve as the initial officers are:

- a. **Chief Executive Officer:** Roger Danilo Valladares Varela  
Address: 2030 S. Douglas Rd., Suite 109, Coral Gables, Florida 33134
- b. **President and Secretary:** Roger Enrique Valladares Baker  
Address: 2030 S. Douglas Rd., Suite 109, Coral Gables, Florida 33134

## **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.

## **ARTICLE XI**

### **Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

**ARTICLE XII**

**Incorporator**

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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, this 16<sup>th</sup> day of September, 2013

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 16<sup>th</sup> day of September, 2013.

\_\_\_\_\_  
James Gagel, Esq.  
Registered Agent