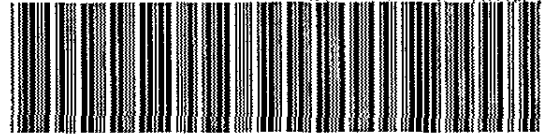


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2004 JUL 29 P 4: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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07/14/04--01038--008 \*\*125.00

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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Special Instructions to Filing Officer:

W. 04-27334

Office Use Only

**BLOOM  
BALLEN &  
FREELING**  
ATTORNEYS AT LAW

2295 NW CORPORATE BOULEVARD • SUITE 117  
BOCA RATON, FLORIDA 33431  
TEL: 561-864-0000 • FAX: 561-864-0001  
E-MAIL: BBLAW@BLOOM-BALLEN.COM

SAMUEL D. BALLENG  
JONATHAN BLOOM\*\*  
MICHAEL A. FREELING\*\*  
ALSO ADMITTED IN  
NEW YORK  
CONNECTICUT  
WASHINGTON D.C.

**FILED**

2004 JUL 29 P 4:04  
NEW YORK OFFICE:  
44 SOUTH BROADWAY  
4TH FLOOR  
WHITE PLAINS, NY 10601  
TEL: 914-421-3085  
FAX: 914-686-5141  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 8, 2004

**VIA OVERNIGHT MAIL**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Limited Liability Company New Filing  
MMJ Investments II, LLC

Dear Sir or Madam:

Please find enclosed the following documentation in accord with the above referenced new Limited Liability Company filing:

1. Articles of Organization;
2. Attorney Check No. 1114, made payable to the Department of State for the filing fee of \$125.00;
3. Self addressed, Stamped return envelope for return of the certified copy.

Very truly yours,

  
Lisa Shapiro  
Legal Assistant

/ls  
Enc.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

FILED

2004 JUL 29 P 4: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 16, 2004

BLOOM BALLEN & FREELING  
2295 NW CORPORATE BLVD.  
SUITE 117  
BOCA RATON, FL 33431

SUBJECT: MMJ INVESTMENTS II, LLC  
Ref. Number: W04000027334

We have received your document for MMJ INVESTMENTS II, 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):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 504A00045462

**BLOOM  
BALLEN &  
FREELING**  
ATTORNEYS AT LAW

2295 NW CORPORATE BOULEVARD • SUITE 117  
BOCA RATON, FLORIDA 33431  
TEL: 561-864-0000 • FAX: 561-864-0001  
E-MAIL: BBLAW@BLOOM-BALLEN.COM

SAMUEL D. BALLENG  
JONATHAN BLOOM\*\*  
MICHAEL A. FREELING\*\*  
ALSO ADMITTED IN  
\*NEW YORK  
\*CONNECTICUT  
\*WASHINGTON D.C.

**FILED**

2004 JUL 29 4:37 PM  
NEW YORK OFFICE  
130 SOUTH BROADWAY  
4TH FLOOR  
WHITE PLAINS, NY 10601  
TEL: 914-421-3085  
FAX: 914-686-5141  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 22, 2004

**VIA OVERNIGHT MAIL**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

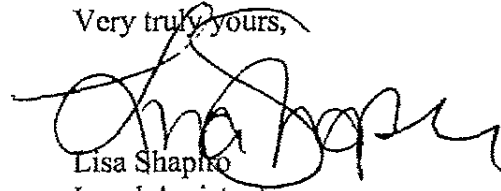
Re: Limited Liability Company New Filing  
MMJ Investments II, LLC

Dear Sir or Madam:

Enclosed herewith please find an original corrected UCC Financing Statement Form to be recorded regarding the above referenced matter.

Thank you for your attention herein. If you have any questions please do not hesitate to contact our office toll free at (800) 805-8305.

Very truly yours,

  
Lisa Shapiro  
Legal Assistant

/s  
Enc.

**ARTICLES OF ORGANIZATION OF  
MMJ INVESTMENTS II, LLC**

**FILED**

**ARTICLE I**

The name of the limited liability company is MMJ Investments II, LLC.

2004 JUL 29 P 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

The period of the limited liability company's duration shall be for ninety-nine (99) years from the date of the filing of these Articles of Organization with the Department of State.

**ARTICLE III**

The purpose for which this limited liability company is the following:

a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

**ARTICLE IV**

The address of this limited liability company in the state of Florida is 12460 West Atlantic Boulevard Coral Springs, Florida 33071.

The address of the principal office of this limited liability company in the state of Florida is 12460 West Atlantic Boulevard, Coral Springs, Florida 33071.

The name and address of the initial registered agent is Jonathan Bloom, Esq. of Bloom, Ballen & Freeling, Attorneys At Law at 2295 NW Corporate Blvd., Suite 117, Boca Raton, Florida 33431.

**ARTICLE V**

The total amount of cash is \$50.00 ("Property"). The contribution of each member is as follows:

<u>Member</u>	<u>Contrib.</u>	<u>Pro-Rata Share</u>
The Melamed & Karp, P.A. 401K Profit Sharing Plan f/b/o of Steven Karp	\$25.00	50%
The Melamed & Karp, P.A. 401K Profit Sharing Plan f/b/o of Elliot Melamed	\$25.00	50%
Total		100%

**ARTICLE VI**

There may be additional contributions to be made by the members.

#### ARTICLE VII

The members shall maintain the right to admit additional members.

#### ARTICLE VIII

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

#### ARTICLE IX

The management of the limited liability company is reserved to the managing member. The names and addresses of the members are:

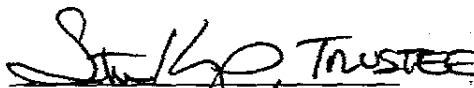
Name

The Melamed & Karp, P.A. 401K Profit Sharing Plan f/b/o of Steven Karp, whose address is 12460 West Atlantic Boulevard, Coral Springs, Florida 33071.

The Melamed & Karp, P.A. 401K Profit Sharing Plan f/b/o of Elliot Melamed, whose address is 12460 West Atlantic Boulevard, Coral Springs, Florida 33071.

#### ARTICLE X

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more Members therefore allowing for the allocation to the Member or Members that bear the economic risk of loss of such property/debt.

 TRUSTEE

Steven Karp, Trustee of the  
The Melamed & Karp, P.A.  
401K Profit Sharing Plan f/b/o  
Steven Karp, Member

7/6/04  
Date

FILED

2004 JUL 29 P 4:01

SECRETARY OF STATE  
TREASURER  
FLORIDA