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February 25, 2014

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

Re: Medical Marijuana of Central Florida, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for the above corporation and our Trust account check in the amount of \$70.00 for the filing fee.

Please file the articles and return the enclosed photocopy with the date of filing stamped thereon.

Very truly yours,

  
Thomas R. Olsen

TRO/ms  
Enclosures: As stated

**ARTICLES OF INCORPORATION**  
**OF**  
**MEDICAL MARIJUANA OF CENTRAL FLORIDA, INC.**

**ARTICLE 1**  
**NAME**

The name of this corporation is **MEDICAL MARIJUANA OF CENTRAL FLORIDA, INC.**

**ARTICLE 2**  
**EFFECTIVE DATE**

The date of the commencement of the corporate existence shall be the date of the filing of these Articles with the Secretary of State.

**ARTICLE 3**  
**ADDRESS**

The address for the principal office of the corporation is 6954 Venture Circle in Orlando, FL 32807.

**ARTICLE 4**  
**PURPOSE**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE 5**  
**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares at no par value.

**ARTICLE 6**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE 7  
TRANSFER RESTRICTION**

The Stockholders shall not sell, assign, pledge or otherwise transfer or encumber in any manner or by any means whatever, any interest in all or any part of the capital stock of the Corporation now owned or hereafter acquired by them without having first obtained the consent of or offered it to the Corporation.

**ARTICLE 8  
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation is Harry Copeland, whose address is 6954 Venture Circle in Orlando, FL 32807.

**ARTICLE 9  
INCORPORATORS**

The names and addresses of the persons signing these articles are:

| NAME:            | ADDRESS:                                 |
|------------------|--|
| Harry Copeland   | 6954 Venture Circle in Orlando, FL 32807 |
| Deborah Copeland | 6954 Venture Circle in Orlando, FL 32807 |

**ARTICLE 10  
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE 11  
SPECIAL PROVISIONS**


The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE 12  
AMENDMENT**

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

Dated on February 21, 2014.

  
\_\_\_\_\_  
Harry Copeland

  
\_\_\_\_\_  
Deborah Copeland

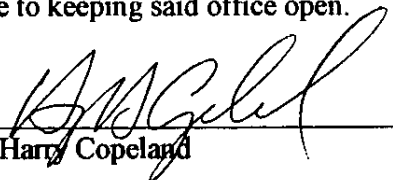
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **MEDICAL MARIJUANA OF CENTRAL FLORIDA, INC.**, desiring to incorporate under the laws of the State of Florida, with its principal office located at 6954 Venture Circle in Orlando, FL 32807, County of Seminole, State of Florida, has named Harry Copeland, whose address is 6954 Venture Circle in Orlando, FL 32807, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation at the 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 said office open.

  
\_\_\_\_\_  
Harry Copeland

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CLERK OF STATE  
TALLAHASSEE FLORIDA