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TALLAHASSEE, FLORIDA

1/27 O.K. Per KB + B.T.  
To take Confirmed signature  
For RA

J. BRYAN JAN 27 2004

## COHEN & CAPRONI LLC

ATTORNEYS AT LAW  
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Atlanta, Georgia 30328

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Albert Caproni, III  
Walter N. Cohen  
Shawna Stevenson-Traynor

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

January 14, 2004

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

Re: Amendment to Articles of Organization of Groundworks of Florida, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Amendment of Groundworks of Florida, LLC. In addition to other changes, the Articles of Amendment appoint a new registered agent for the company. A check for \$50 (\$25 filing fee for the amendment and \$25 for the appointment of registered agent) is enclosed. Please issue a letter of acknowledgment to me after the amendment is filed.

Please contact me if there are any questions.

Sincerely,



Walter N. Cohen

WNC:ss

Enclosures

cc: Michael Green

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
GROUNDWORKS OF FLORIDA, LLC**

FILED  
2004 JAN 20 AM 9:13  
UNIFORM CORPORATIONS  
TALLAHASSEE, FLORIDA

**ONE**

The date of filing of the Articles of Organization was October 7, 2002.

**TWO**

The Articles of Organization are hereby amended by deleting Article One thereof in its entirety and substituting in lieu of said Article One the following:

**“ONE**

The name of the Limited Liability Company is MMJ, LLC (hereinafter the “Company”). It is organized under the Florida Limited Liability Company Act (Fla. Stat. Sections 608.401 et. seq.).”

**THREE**

The Articles of Organization are hereby amended by deleting Article Three thereof in its entirety and substituting in lieu of said Article Three the following:

“The name and the Florida street address of the registered agent are:

Regina Grantland  
415 Monument Avenue  
Port St. Joe, Florida 32456

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, F.S.*

Regina Grantland (Conformed Signature)”

**FOUR**

The Articles of Organization are hereby amended by deleting Article Four thereof in its entirety and substituting in lieu of said Article Four the following:

**"FOUR**

The management of the Company is vested in one manager or more managers and is, therefore, a manager-managed company. The initial manager shall be:

Michael Green."

**FIVE**

These Amendments to the Articles of Organization of the Company have been effectuated pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, said Amendment having been recommended and adopted by consent of a majority of the Members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this 14th day of January, 2004.



WALTER N. COHEN  
Authorized Representative of Member  
Cohen & Caproni, LLC  
750 Hammond Drive  
Building 7, Suite 200  
Atlanta, Georgia 30328

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA