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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 3 2014

T. HAMPTON

86586-1101

# FRANQUI • TOTTEN, LLP

## ATTORNEYS AT LAW

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September 12, 2014

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

**RE: Articles of Incorporation for:**

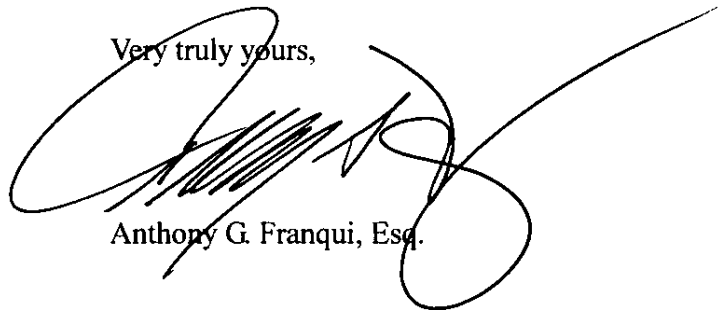
- 1. U.S. Medical Cannabis, LLC**
- 2. U.S. Cannabis, LLC**
- 3. U.S. Canna Extracts, LLC**
- 4. Canna Depot, LLC**
- 5. Cannabis Depot, LLC**
- 6. Canna Tea, LLC**

To Whom It May Concern:

Enclosed please find Articles of Incorporation for U.S. Medical Cannabis, LLC, U.S. Cannabis, LLC, U.S. Canna Extracts, LLC, Canna Depot, LLC, Cannabis Depot, LLC, and Canna Tea, LLC, as well as Franqui Totten, LLP draft no.: 1171 in the amount of \$750.00.

Please return all correspondence concerning this matter to the undersigned. Furthermore, feel free to contact the undersigned should you have any questions, concerns, or require anything further.

Very truly yours,



Anthony G. Franqui, Esq.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 24, 2014

ANTHONY G FRANQUI, ESQ  
FRANQUI \* TOTTEN, LLP  
80 SW 8TH ST - STE 2000  
MIAMI, FL 33130

SUBJECT: U.S. MEDICAL CANNABIS, LLC  
Ref. Number: W14000058572

We have received your document for U.S. MEDICAL CANNABIS, LLC and your check(s) totaling \$750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

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.

Tammy Hampton  
Regulatory Specialist III

Letter Number: 514A00020539

**ARTICLES OF ORGANIZATION**

**FOR**

**U.S. MEDICAL CANNABIS, LLC**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**U.S. MEDICAL CANNABIS, LLC**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

**11380 Prosperity Farms Road #221E  
Palm Beach Gardens, FL 33410**

**ARTICLE III – BUSINESS PURPOSE**

The purpose of the Limited Liability Company is to engage in any lawful act or activity for which the limited liability companies may be formed under the Limited Liability Company Act of the State of Florida (the “Act”).

**ARTICLE IV – MEMBER AND MANAGEMENT OF BUSINESS**

**Canna Holdings, LLC  
3411 Siverside Road Rodney Building #104  
Wilmington, DE 19810**

The business of this Limited Liability Company shall be managed by the members in a meeting, or by written consent without a meeting. Canna Holdings, LLC is hereby appointed as Managing Member to carry out, subject to the direction of members, the day to day business of this Limited Liability Company.

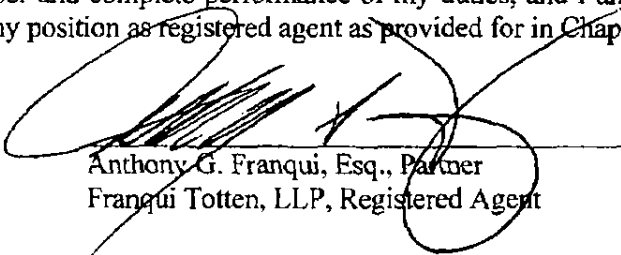
**ARTICLE V – REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT’S SIGNATURE**

The name and the Florida street address of the registered agent is:

**FRANQUI TOTTEN, LLP  
Brickell Bayview Center  
80 S.W. 8th Street, Suite 2000  
Miami, FL 33130**

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TALLAHASSEE, FLORIDA

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 for in Chapter 605, F.S.

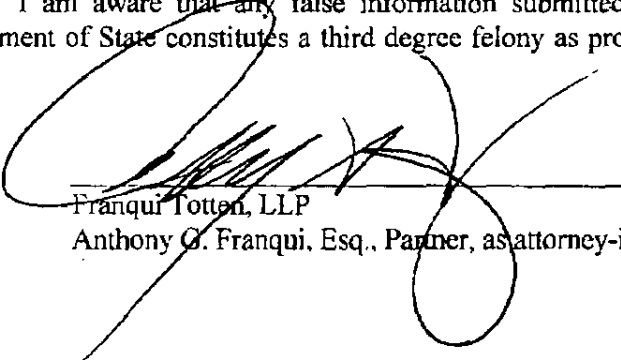


Anthony G. Franqui, Esq., Partner  
Franqui Totten, LLP, Registered Agent

#### ARTICLE VI - AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

(In accordance with section 605.0203(1)(5), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)



Franqui Totten, LLP  
Anthony G. Franqui, Esq., Partner, as attorney-in-fact

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TALLAHASSEE, FLORIDA