

L17000097473

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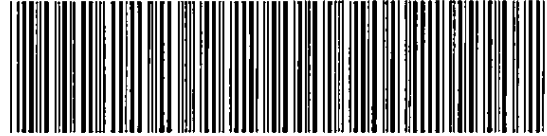
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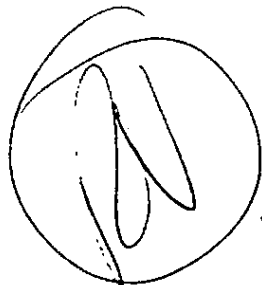


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 12/6

MECHANIK NUCCIO HEARNE & WESTER

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

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December 3, 2019

RoseAnn Varnadore
Senior Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Metrc LLC Second Amended and Restated Articles of Organization
Document Number L17000097473

Dear Michelle:

Enclosed for filing are the Second Amended and Restated Articles of Organization of Metrc LLC, a Florida limited liability company.


This letter shall constitute authorization to you and the Division of Corporations to charge all applicable filing and recording fees to our Mechanik Nuccio Hearne & Wester, P.A. Sunbiz file account number 110727003105 and our deposit balance in that account that we maintain with the Florida Department of State. We do not need a certified copy.

Please let me know the amount charged to our account for our client billing and record keeping purposes.

If you have any questions, please call me at (813) 566-1044.

Thank you very much for all your very efficient and gracious assistance.

Sincerely,
Mechanik Nuccio Hearne & Wester, P.A.

By: 
William R. Paul, Shareholder

Enclosure.

**Second Amended and Restated
Articles of Organization
of
Metrc LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in his capacity as Chief Executive Officer and a manager of Metrc LLC, a Florida limited liability company (*the "Company"*), has executed these Second Amended and Restated Articles of Organization (*"these Second Restated Articles"*), as adopted by the Company on October 7, 2019, pursuant to the resolutions contained in a written consent adopted and signed as of that same date by all of the members of the Company. Such action by written consent of such members was sufficient for such adoption.

These Second Restated Articles amend, restate, and supersede in the entirety the Company's Amended and Restated Articles of Organization (*the "Prior Articles"*), as filed with the Florida Department of State on May 22, 2018, in order to: (i) change the managers of the Company from the three individual managers named in Article V of the Prior Articles, to the five individual managers named in Article V below; (ii) provide the new street address of the Company in Article II below; and (iii) incorporate all of the provisions of the Company's Articles of Organization into a single document, for convenient reference.

Article I

The name of the Company is and shall continue to be **Metrc LLC**.

Article II

The street address of the principal office of the Company is 4151 South Pipkin Road, Lakeland, Florida 33811.

The mailing address of the Company is 4151 South Pipkin Road, Lakeland, Florida 33811.

Article III

The Company has been and continues to be a manager-managed company. The five individuals named in Article V below are the managers of the Company and also hold the titles listed in Article V.

Article IV

The name and Florida street address of the registered agent continues to be:

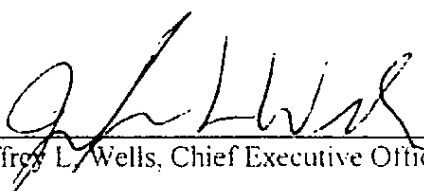
NRAI Services, Inc.
1200 South Pine Island Road
Suite 250
Plantation, Florida 33324

Article V

The names, titles, and addresses of persons authorized to manage the Company are:

<u>Name</u>	<u>Address</u>
Jeffrey L. Wells, Chief Executive Officer and Manager	4151 South Pipkin Road Lakeland, Florida 33811
Lewis Koski, Chief Operating Officer and Manager	4151 South Pipkin Road Lakeland, Florida 33811
George Benaroya, Chief Financial Officer and Manager	4151 South Pipkin Road Lakeland, Florida 33811
Jesse Naranjo, Chief Technology Officer and Manager	4151 South Pipkin Road Lakeland, Florida 33811
Ernest J. Francise, Jr., Controller and Manager	4151 South Pipkin Road Lakeland, Florida 33811

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Manager of the Company has executed these Second Restated Articles as of October 7, 2019.



Jeffrey L. Wells, Chief Executive Officer and Manager

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TALLAHASSEE, FLORIDA