

Gary S. Edinger

Attorney at Law

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (352) 338-4440 • FAX (352) 337-0696

N980000006122

October 20, 1998

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

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-10/26/98--01079--012
****122.50 *****78.75

RE: Incorporation of FLORIDA CANNABIS ACTION NETWORK, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

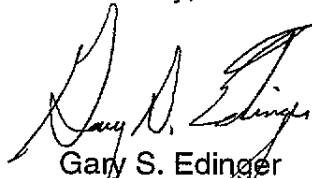
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 10:12

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,



Gary S. Edinger

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Enclosures

R. Purinton OCT 27 1998

ARTICLES OF INCORPORATION

OF

FLORIDA CANNABIS ACTION NETWORK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 10:12

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is FLORIDA CANNABIS ACTION NETWORK, INC.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this not for profit corporation is to generate public support for a medical marijuana constitutional amendment in the State of Florida, and to assist in the implementation thereof; to change the laws of the United States and the State of Florida prohibiting the distribution, sale and possession of marijuana; to educate the public to the need for a change in the laws and to provide a forum for activists and members of the public to speak out on this issue of national political concern; to educate the public concerning the medicinal, industrial, and other benefits of marijuana and hemp; and to raise funds to promote these civic purposes.

It is anticipated that this organization will bring these issues to the public attention by organizing rallies, public fora, debates and other events. All such activities shall be lawful and shall take place within the context of existing laws.

ARTICLE III

Membership

The initial Members of the Corporation shall be SCOTT BLEDSOE, KEVIN APLIN and DONALD LAND. Additional members shall be admitted to the Corporation upon submission of a membership application on a form approved by the Board of Directors. Membership will be free of charge. The Corporation will reserve the right to charge a subscription for its newsletter and other publications.

ARTICLE V

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles with the Florida Department of State.

ARTICLE VI

Initial Registered Office and Agent

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER, Esquire
305 N.E. 1st Street / Suite 1
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the Members, but shall never be less than three nor more than ten. Directors shall be Members of the Corporation.

ARTICLE VIII

Initial Directors

The names of the initial Directors of this Corporation and their street addresses are:

Name	Address
SCOTT BLEDSOE	141 Orange Park Road #177 Orange Park, Florida 32073
KEVIN APLIN	1064 S.E. 22nd Avenue Gainesville, Florida 32641
DONALD LAND	1334 S.E. 22nd Avenue Gainesville, Florida 32641

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are appointed by majority vote of the Board of Directors. In the event that no quorum of Directors can be

raised to appoint a successor Director, a majority in interest of the Members may select a successor Director.

ARTICLE IX

Initial Officers

The affairs of the Corporation shall be managed by its Officers who are to serve until the first election or appointment as specified in the By-Laws of the Corporation. The initial Officers are as follows:

President:	KEVIN APLIN 1064 S.E. 22nd Avenue Gainesville, Florida 32641
Vice-President	SCOTT BLEDSOE 141 Orange Park Road #177 Orange Park, Florida 32073
Treasurer	SCOTT BLEDSOE 141 Orange Park Road #177 Orange Park, Florida 32073
Secretary	DONALD LAND 1334 S.E. 22nd Avenue Gainesville, Florida 32641

ARTICLE X

Meetings

The Corporation shall hold a meeting of Members and Directors at least once per year. The time and date of the meeting shall be fixed by the By-Laws of the Corporation.

ARTICLE XI

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida Statutes, Section 617.0831 (1997).

ARTICLE XII

Incorporator

The name and street address of the person signing these Articles is:

Name	Address
KEVIN APLIN	1064 S.E. 22nd Avenue Gainesville, Florida 32641

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at the annual meeting or any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

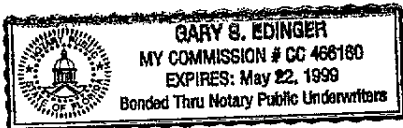
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 10.20 day of October, 1998.

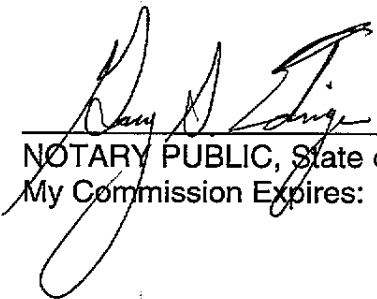


KEVIN APLIN

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared KEVIN APLIN, to me well known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 20th day of October, 1998.




NOTARY PUBLIC, State of Florida
My Commission Expires:

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

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That FLORIDA CANNABIS ACTION NETWORK, INC., a not for profit corporation desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER, located at 305 N.E. 1st Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____

GARY S. EDINGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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