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STATE OF FLORIDA
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MMJ RESTAURANTS III, INC.

FAX AUDIT NUMBER: H95000007493

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FLORIDA DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
MMJ RESTAURANTS III, INC.

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SECRETARY OF STATE
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The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: MMJ RESTAURANTS III, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 888 East Las Olas Boulevard, Suite 220B, Fort Lauderdale, Florida 33301.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H95000007493

STEPHEN M. BEYER, ESQ., FL BAR # 140012
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.01 per share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

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

Stephen M. Beyer
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

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Mary Anno Richter
Mark Militello
John DiMarco
888 East Las Olas Boulevard, Suite 220B
Fort Lauderdale, Florida 33301

The persons named as Initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Stephen M. Beyer.

ARTICLE X

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 8th day of July, 1995.


Stephen M. Beyer, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MMJ RESTAURANTS III, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 888 East Las Olas Boulevard, Suite 220B, Fort Lauderdale, Florida 33301 has named Stephen M. Beyer, whose address is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Stephen M. Beyer

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