

INFORMATION AND DISCLOSURE STATEMENT

Pursuant to Rule 15c2-11(a)(5) under the Securities Exchange Act of 1934

December 31, 2010

Medical Marijuana, Inc.

**27472 Portola Parkway
#205-326
Foothill Ranch, CA 92610**

**CUSIP: 58463A105
Trading Symbol: MJNA**

INFORMATION AND DISCLOSURE STATEMENT PURSUANT TO RULE 15c2-(11)(a)(5)

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c211 (a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

Section One: Issuer's Initial Disclosure Obligations

Part A General Company Information

Item I The exact name of the issuer and its predecessors

Medical Marijuana, Inc.

The Company was originally incorporated as Berkshire Collection, Inc., in Canada in 2003. On May 23, 2005 the company was incorporated in the State of Oregon. The name was changed to Mynewpedia Corp. on January 31, 2007. On May 21, 2008 the issuer with the consent of the majority shareholder of Mynewpedia, agreed to issue common stock of Mynewpedia, Corp (MYNW) to the shareholders of Club Vivanet (Florida) in exchange for all issued and outstanding, 9,300,000 common shares of the stock of Club Vivanet, exchanging one share of Club Vivanet for twelve shares of Mynewpedia, Inc. he issuer now owns a subsidiary, Club Vivanet Inc., formed in August 2006 as a Florida C Corporation. Total outstanding shares after merger was 221,176,840. A subsequent name change to Club Vivanet, Inc. took place on May 22, 2008, and on August 28, 2008 a 20:1 reverse split brought the issued and outstanding down to 11,058,842. With the election of a new Board of Directors, control of the corporation transferred from the major shareholder of Mynewpedia to the new shareholders. On March 23, 2009 the company resolved to change the name of the corporation to Medical Marijuana, Inc. The name change became effective April 28, 2009 when NASDAQ approved the name change and issued a new trading symbol (MJNA). The Board of Directors also resolved that the corporation spin off all of the shares of its wholly owned subsidiaries, Club Vivanet, Inc., a Florida corporation and Mynewpedia Corp. a Colorado corporation, both on a share for share basis.

Item II The address of its principle executive offices.

Medical Marijuana, Inc.
27472 Portola Parkway
#205-326
Foothill Ranch, CA 92610

888-682-6582
investorrelations@medicalmarijuanainc.com

Item III The jurisdiction(s) and date of the issuer's incorporation or organization

The issuer was originally incorporated in Canada as The Berkshire Collection. On May 23, 2005 the Company was incorporated in the State of Oregon.

Part B Share Structure

Item IV The exact title and class of securities outstanding

Medical Marijuana, Inc. Common Stock
Cusip – 58463A105
Trading Symbol – MJNA

Item V Par or stated value and description of the security

Par Value of Common Stock is .001 per share
300,000,000 shares authorized

Item VI The number of share or total amount of the securities outstanding for each class of securities authorized.

At the end of last fiscal quarter – December 31, 2010
Common Stock 245,889,062 shares outstanding

ITEM 2 SHARES OUTSTANDING

At the end of last fiscal quarter – December 31, 2010
Common Stock 245,949,062 shares outstanding
467 - Shareholders of Record
4,472 - Beneficial Shareholders
31,455,922 shares - public float

December 31, 2009 – 222,685,777 shares outstanding
December 31, 2008 - 12,481,442 shares outstanding
December 31, 2007 - 10,957,724 shares outstanding

Part C Business Information

Item VII The name and address of the transfer agent

First American Stock Transfer, Inc.
4747 N. 7th Street
Suite 170
Phoenix, AZ 85014
602-485-1346
602-788-0423 fax
<https://firstamericanstock.com>

First American Stock Transfer, Inc is registered Under the Exchange Act with the Securities Exchange Commission as a Registrar and Transfer Agent.

Item VIII**The nature of the issuer's business****A. Business Development**

1. Medical Marijuana, Inc. is a corporation incorporated in the State of Oregon.
2. The Company was originally incorporated as Berkshire Collection, Inc., in Canada in 2003. On May 23, 2005, the company was incorporated in the State of Oregon. The name was changed to Mynewpedia Corp. on January 31, 2007. On May 21, 2008 the issuer with the consent of the majority shareholder of Mynewpedia, agreed to issue common stock of Mynewpedia, Corp (MYNWO) to the shareholders of Club Vivanet (Florida) in exchange for all issued and outstanding, 9,300,000 common shares of the stock of Club Vivanet, exchanging one share of Club Vivanet for twelve shares of Mynewpedia, Inc. The issuer no longer owns a subsidiary, Club Vivanet Inc., formed in August 2006 as a Florida C corporation. Total outstanding shares after merger was 221,176,840. A subsequent name change to Club Vivanet, Inc. took place on May 22, 2008, and on August 28, 2008 a 20:1 reverse split brought the issued and outstanding down to 11,058,842. With the election of a new Board of Directors, control of the corporation transferred from the major shareholder of Mynewpedia to the new shareholders. On March 23, 2009 the company resolved to change the name of the corporation to Medical Marijuana, Inc. The name change became effective April 28, 2009n when NASDAQ approved the name change and issued a new trading symbol (MJNA). The Board of Directors also resolved a 1:10 forward split effective April 3, 2009. The Board of Directors also resolved that the corporation spin off all of the shares of its wholly owned subsidiaries, Club Vivanet, Inc., a Florida corporation and Mynewpedia Corp. a Colorado corporation, both on a share for share basis
3. The fiscal year ends December 31.
4. The issuer nor any predecessor has been in bankruptcy, receivership or any other similar proceeding.
5. There has been a material reclassification, merger, consolidation, or purchase or sale of a significant amount of shares. On June 12th 2010, Mr. Donald Steinberg, Mr. Bruce Perlowin and Ms. Dianna Kaplan each received 5,000,000 shares of MJNA shares for founding The Hemp Network (THN), a subsidiary of Medical Marijuana, Inc. A further 2,000,000 shares were awarded to David Tobias and 1,000,000 shares were awarded to William Martin for their efforts in founding The Hemp Network.
6. There has been no default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7. The issuer has never been delisted by any securities exchange or deleted from the OTC Bulletin Board.
 8. There is no current and have been no past, pending, threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuers, business, financial condition, or operations and any current, past or pending suspensions by a securities regulator.
- B. Business of Issuer
1. The issuer's primary SIC Code is 7380, Miscellaneous Business Services.
 2. The issuer is in the development stage.
 3. The issuer is not, nor has been a "shell company".
 4. There is a division of the issuer called "The Hemp Network" at this time.
 5. The effect of existing or probable government regulations on the business is not known at this time. It is anticipated that there will be increasing regulation upon the business of the issuer.
 6. Research and development activities commenced in April of 2009, and continues through September 2010. There has been no cost borne directly by customers at this time.
 7. The total number of full time employees is six.

Item IX The nature of products or services offered.

Medical Marijuana, Inc. will provide institutional level financial services to local, state and federal governments, testing and certification services, education programs, consulting and turn-key solutions to all levels of government and the Medical Marijuana Industry. A subsidiary, The Hemp Network established in June 2010, sells hemp-based products to consumers through a network of home-based sales representatives.

The Hemp Network use of organic products benefits our environment as well as providing monetary rewards to the company. The Hemp Network was established to make a real difference in the world by providing the highest quality hemp and hemp blended products to a wide marketplace with the use of network marketing to create massive distribution.

EDUCATIONAL SYMPOSIUM AND SEMINARS

MMI began its expanded seminars with its first education forum in Los Angeles at the Convention Center on January 16-17, 2010. Shortly thereafter, MMI held its second seminar in April 2010 in San Diego at its Convention Center. The focus of these seminars is on educating entrepreneurs, existing industry operators, regulators, city officials, law enforcement officials and the general public on the benefits of a legitimate medical marijuana industry. MMI is evaluating plans for future seminars.

The seminars and workshops will focus on the entrepreneur and help them find their niche in the emerging Medical Marijuana industry. Topics include:

- Applicable law for the cooperative and how to become a caregiver
- Cultivation – indoor, outdoor, hydroponics and aeroponics
- Medical uses of Cannabis
- Taxes, Accounting and Trade
- Delivery Service
- Related industries with the best product to use and distribute

FINANCIAL SOLUTIONS

Medical Marijuana, Inc. had a provisional patent pending for a tax remittance card which in the early part of 2010 has been upgraded and expanded to a utility patent. This will provide local, state and federal governments with a closed loop financial accounting system to monitor compliance and collect tax revenues in a near real-time environment. MMI is also looking to provide an integrated business system for medical marijuana industry participants, from growers to distributors to dispensaries. MMI's patent pending product will ensure compliance with local, state and federal regulations where it concerns operations and taxation. MMI is currently looking into different software packages to be able to facilitate ease of operation and compliance for end users. Using this new invention, the "Point of Sale" System will recognize the dispensary's tax ID number and the tax rates for state and local taxes as well as provide "Automated Clearing House" (ACH) settlement of the taxes to the proper financial institutions. The state sales tax amount is sent to a database and at the end of the day all money in the sales tax database is cleared and posted through an "Automated Clearing House" (ACH) to the state and other appropriate governmental agencies for that days collected sales tax. The remaining funds are sent to the dispensary's account or other designations.

This Stored Value Platform System will provide verifiable solutions for an inter-agency approach to manage the difficult task of Revenue and Taxation Collection for the emerging medical marijuana industry.

The stored platform cards will be sold by Master Agents around the United States whereby commissions will be paid on a per transaction basis.

There is also a provisional patent for an inventory control tracking system that was also upgraded and expanded in the early part of 2010 to a utility patent. This system is currently being developed and MMI is in discussions with other software vendors for integration. This is an all encompassing product and inventory management system that provides technologically advanced, comprehensive tools to the rapidly emerging Medical Marijuana Industry. This system provides industry operators with the necessary tools to confidently track their valuable inventory at all points along the supply chain from cultivation to retail sales. The system will provide a dashboard with user definable snapshots of inventory levels and value at any point in time historical, current or projected to give business managers the ability to more effectively manage their businesses. Dashboards can be distributed in a variety of formats, numerical and textual, graphical, audio and video.

This System is an integrated “plug and play” network that allows, Grow-Ops, Distributors, and Co-Ops/Collectives to easily collaborate and build a strong and diversified supply chain network. The system is modular, scalable, flexible and dynamic to allow various business models to select only the modules that are necessary for their particular business model. Other operators in the industry will also “plug-in” to the network to form a vast integrated network of Grow-Ops, Distributors, Co-Ops/Collectives and third party product or service providers, all collaborating cohesively.

This system has a W2W (Wholesale-to-Wholesale) module that will be seamlessly integrated into a comprehensive pricing and research database that provides a matrix of fluctuating strains, pricing, and availability from inventory across the entire MMI Network of Co-Ops/Collectives and Grow-Ops. Co-Ops/Collectives low on inventory, or have overstock inventory, can query and post in real-time “available-for-trade” inventory levels. The database has over 30 predefined defined data points such as TCH Content, CBA, CBD, etc, as well as an unlimited number of user/community defined criteria.

The underlying infrastructure is based on a “closed-loop” design to minimize theft and fraud by identifying unauthorized breaks in the supply chain audit trail in real time. Business managers can be notified immediately via text message or email on mobile devices as well as supplying a real-time video feed of suspected activity to mobile devices. The closed-loop infrastructure also facilitates “batch-tracking” for recall purposes in the event contaminated product is introduced into the system.

There is also a “Mom & Pop Grow-Op” feature that promotes and supports a small business boutique model over big agribusiness super-grows that will inevitably make their way into the industry. Small and tightly controlled Grow-Ops will produce more variety and higher quality product than large automated industrial models. This model has been proven in the micro-brew industry. MMI chooses a “quality over quantity” approach and long term sustainability over short term gain.

Turnkey Business Solutions – MMI will provide Turnkey Business Management Solutions for Co-Ops, Grow-Op and Distributors as a much needed service to the rapidly expanding number of businesses in the Medical Marijuana Industry. There is a high Level of confusion and contradiction as to the laws and regulations that apply to this industry. MMI is stepping up to

provide clarity and to ensure that new entrepreneurs to this industry and existing industry operators are able to operate efficiently and in full compliance from the first moment they are open for business.

MMI Turnkey Solutions will be offered in bundles or ala carte once complete. MMI Business Management Solutions provide the following solutions and more:

- Local, State and eventually Federal Licensing Services
- Site Location Scouting
- Lease/Contract Negotiation
- Store Design and Built-Out
- Product Sourcing
- Staffing and Training
- Insurance Sourcing, including Health plans for employees, Workers Comp, Business Liability, and Fire and Theft
- Security Systems and Personnel
- Notification and Coordination with local regulatory and law enforcement officials
- Implementation & Support of all Business Systems:
 - Tax Remittance Cards
 - Point of Sale (POS) Systems
 - Business Accounting Systems
 - Inventory Management Systems
 - Supply Chain Network
 - Contact/Customer/Vendor Management Systems
- Advertising Programs
- Accounting Services
- Legal Services
- Tech Support Services
- MMI Industry Newsletters & Magazine

MMI Turnkey Business Management Solutions will allow entrepreneurs to invest in this industry and begin operating worry free right out of the gate, avoiding the potential pitfalls of starting a new business in a new and rapidly emerging industry. MMI will be working alongside the entrepreneur to provide solutions to the regulatory and operating environment which has not yet been fully and clearly defined as in other mature industries.

The company is the first to step up into unknown territory becoming the first U.S. public corporation to enter the medical marijuana industry. Much of the necessary infrastructure required to efficiently and effectively manage an industry of this magnitude simply does not exist. MMI will develop groundbreaking systems and applications to service this emerging industry.

MMI is currently in discussions with multiple companies for testing, grading and cannabinoid research.

Future areas of concentration to be entered into include but are not limited to:

Information and Disclosure Statement Pursuant to Rule 15c2-11(a)(5) Page 8 of 14

Co-Op/Collective Management – As the market matures, MMI will provide outsourced management services to dispensaries under contract. MMI will standardize operations and product selection in its group of managed dispensaries.

Medical Marijuana Business Journal – Industry News, Education and Information – MMI will distribute an industry magazine that addresses all issues concerning businesses in the emerging Medical Marijuana Industry.

Hemp Products – MMI is actively searching for a greatly expandable product line to increase network marketing production. The Hemp Network was established to make a real difference in the world by providing a high quality hemp and hemp blended products to a wide marketplace with the use of network marketing.

Item X The nature and extent of the issuer's facilities

1. Medical Marijuana, Inc. adheres to the concept of “virtual” offices, allowing its management and employees to remain in touch while serving its clients and customers in the field. The company uses a centralized mail depository at 27472 Portola Parkway #205-326, Foothill Ranch, CA 92610.
2. An office was established to provide customer service to members of The Hemp Network at 28102 Haria, Mission Viejo, CA 92692

Part D Management Structure and Financial Information

Item XI The name of the Chief Executive Officer, members of the Board Of Directors, as well as Control Persons.

A. Officers and Directors

Bruce Perlowin
Chairman of the Board
Chief Executive Officer
27472 Portola Parkway
#205-326
Foothill Ranch, CA 92610

In the early 90's, Bruce Perlowin co-founded with Donald Steinberg Globalcom 2000. This company was primarily in the prepaid phone card business, which at that time was a virtually unknown market, with only a few producers. Globalcom became the fastest growing, and one of the largest phone card companies in the U.S. Among the many 1st accomplished in that business, was the 7-11 account, which was captured as the 1st phone card in the U.S. with a corporate logo.

Throughout the past 4 decades, Bruce Perlowin participated in the network marketing industry and currently holds three World records in that industry. One, for the second largest commission check in the industry, when he earned \$176,000 in a company called MyiBiz in 2001. Earlier in 1994, both Bruce and Don as Co-Founders of One World Communications, opened 187 training centers around the world, in only 9 months (before internet or email was main stream) a record that is still in effect today.

Employment past five years

Mr. Perlowin does sit on other boards besides Medical Marijuana, Inc.

Mr. Perlowin has been compensated by the issuer

Mr. Perlowin owns 48,159,303 shares of common stock

Donald J. Steinberg

President

27472 Portola Parkway

#205-326

Foothill Ranch, CA 92610

Mr. Steinberg brings a well rounded career of experience to MMI, from building and managing start-up companies, taking companies thru the process to be OTC compliant and spending years managing floor operations on various stock exchanges. Mr. Steinberg has had a life-long career in international sales and marketing with 40 years of experience developing and running successful businesses. Using this breath of experience, Don will provide guidance and day-to-day management for the company and is actively involved in its future and growth.

Mr. Steinberg does not sit on any other boards besides Medical Marijuana, Inc.

Mr. Steinberg has been compensated by the issuer.

Mr. Steinberg owns 46,668,985 shares of common stock.

David Tobias

Vice President, Seminars and Education

Director

27472 Portola Parkway

#205-326

Foothill Ranch, CA 92610

Mr. Tobias does not sit on any other boards except Medical Marijuana, Inc.

Mr. Tobias has been compensated by the issuer

Mr. Tobias owns 3,000,000 shares of common stock

William Martin

Chief Technology Officer

Director

27472 Portola Parkway

#205-326
Foothill Ranch, CA 92610

William Martin has an extensive technology background. His startup Internet ticket sales platform, Ticket Inspector is a growing concern in the online ticketing sector. Mr. Martin's recent entry into the online classified market, Shop The Seven, has been steadily expanding. Mr. Martin's IT skills provide a firm foundation for continuing growth on the World Wide Web.

Mr. Martin does not sit on any other boards except Medical Marijuana, Inc.
Mr. Martin has not been compensated by the issuer
Mr. Martin owns 1,325,000 shares of common stock

B. Legal/Disciplinary History

None of the above names persons have been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding within the past five years
2. The entry of an order, judgment or decree not subsequently reversed, suspended or vacated by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, securities, commodities, or banking activities.
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated or,
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships

There are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.

D Disclosure of Related Party Transactions.

The issuer has not participated in any related party transactions within the past two years. The issuer had signed a Binding Letter of Intent with Marijuana Inc. on March 11, 2010 whereas, Medical Marijuana, Inc. grants Marijuana Inc a license to sell MMI - Marijuana related clothing products. This Letter of Intent was never consummated and has been terminated.

Item XII Financial Information for the Issuer's most recent fiscal period

Financial information is included as an attachment as Appendix A of this statement.

Item XIII Similar financial information for such part of the preceding fiscal years as the issuer or its predecessor has been in business.

Financial information is included as an attachment as Appendix of this statement.

Item XIV Beneficial owners

Beneficial Owners of 5% or more:

<u>Name</u>	<u>Address</u>	<u>Shares Owned</u>	<u>Percentage</u>
Jim Hancock	3333 Ulmann St San Diego, CA 92106	19,088,358	7.8%
New Compendium	3055 Corona Trl., Apt 305 Boulder, CO 80301	34,000,000	13.8%
Don Steinberg	27472 Portola Pkwy 205-322 Foothill Ranch, CA 92610	46,668,985	19.9%
Bruce Perlowin	27472 Portola Pkwy 205-322 Foothill Ranch, CA 92610	48,159,303	19.8%
TOTAL SHARES OUTSTANDING		147,916,646	

Item XV The name, address, telephone number, and email address of each of the following outside providers that advises the issuer on matters relating to operations, business development and disclosures.

- 1. Investment Banker**
None at this time
- 2. Promotors**
None at this time
- 3. Counsel**
In house
- 4. Accountant or Auditor**
None at this time.
- 5. Public Relations Consultants**
None at this time.
- 6. Investor Relations Consultant**

None at this time.

Item XVI Management's Discussion and Analysis of Plan of Operations

A. Plan of Operation

- B. Currently the issuer not participating in any capital raises, but is entertaining the possibility and its options in the future.

The Company is currently looking to expand The Hemp Network products line and increase their distributor base for massive distribution. The use of Hemp is growing dramatically and will continue to grow as new uses for it are constantly being developed and The Company is looking to expand with it.

The changing state of the medical marijuana industry has led to much confusion in regards to local and state ordinances and tax collections. To insure the efficiency of the issuer's tax remittance system it will be necessary to continue to develop accounting, POS and inventory systems for the customer. Tax remittance and stored value cards will generate revenue on a per transaction basis.

As additional products are developed or distributed then personnel will be added at a modest rate as the Company feels necessary to keep up with growth.

The key to MMI's sales strategy will be strategic alignment with organizations that have been the leaders of the medical marijuana movement over the past decade and are interconnected with most participants in the industry, including local, state and federal governments.

C. Management's Discussion and Analysis of Financial Conditions and the Results of Operations

As is often the case for companies in their first few years of operations, the continuing development of the issuer's multi-faceted business plan developed a loss. The Company Board of Directors and Officers are continuing to evaluate the products and services that they will market in the near future. The Hemp Network is a vital source for distribution of these future products. The Company is also looking into different funding opportunities that may enable them to launch additional products and expand the business.

D. Off-Balance Sheet Arrangements

The issuer has no off-balance sheet arrangements.

Part E Issuance History

The issuer currently has no Memorandum's out in circulation.

Part F Exhibits

Item XVIII There are no material contracts at this time

Item XIX Articles of Incorporation
Attached as Appendix B

Item XIX. Articles of Incorporation and Bylaws

448 17 #150-



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
Fax: (503) 378-4381
www.filinginoregon.com

Registry Number: 280925-81
Date of Incorporation: 05/23/2005
Type: DOMESTIC BUSINESS CORPORATION

FILED

MAY 22 2008

OREGON
SECRETARY OF STATE

RE: MYNEWPEDIA CORPORATION

APPLICATION FOR REINSTATEMENT/REACTIVATION

Please complete and return this letter and any enclosed documents for filing the requested reinstatement/reactivation.

Submit \$150 for the required fees.

The above entity hereby requests to be active on the records of the Corporation Division. The effective date of administrative dissolution is 07/20/2007

The reason(s) for administrative dissolution has been eliminated or did not exist.

By: [Signature] Date: May 21, 2008
(Authorized Signature) James H. Hancock
CFO

Any fees submitted with this document are non refundable and will be held for 45 days. If the document is returned for filing within 45 days no additional fees will be due unless otherwise stated in this letter.

Business Registry
Corporation Division
(503) 986-2200

448 18 #50-



Phone: (503) 985-2200
Fax: (503) 378-4381

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1527
FilingInOregon.com

Check the appropriate box below:
 BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 5, 7)
 NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED
MAY 22 2009
OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 280925-91

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: MYNEWPEDIA CORPORATION

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)
Article 1 - Resolved, MYNEWPEDIA CORPORATION is
authorized to change its corporate name to
CLUB VIVANET, Inc.

3) THE AMENDMENT WAS ADOPTED ON: MAY 21, 2009
(If more than one amendment was adopted identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

NONPROFIT CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Signature

Printed Name

Title

[Signature]

James L. Hancock

Chief Financial Officer

7) CONTACT NAME (To resolve questions with this filing.)

James Hancock

DAYTIME PHONE NUMBER (include area code.)

619-501-0485

Please include
Confirmation Copy

FEES

Required Filing Fee \$50

No Fee for Nonprofit Type Change Only

Confirmation Copy (Optional) \$5

Processing Fees are non-refundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

[Signature]
05/22

Medical Marijuana, Inc.

Balance Sheet

As of Dec. 31, 2010

ASSETS	
Current Assets	
Checking/Savings	341.57
Accounts Receivable	2,443.93
Inventory	89,198.01
TOTAL ASSETS	<u>91,983.51</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	3,135.68
Loan Payable	9,970.00
Due to/from Officers	188,046.38
Total Current Liabilities	<u>201,152.06</u>
Equity	
Additional Paid in Capital	2,364,873.00
Capital Stock	23,490.00
Net Income	<u>-2,497,531.55</u>
Total Equity	<u>-109,168.55</u>
TOTAL LIABILITIES & EQUITY	<u>91,983.51</u>

Medical Marijuana, Inc.
Income Statement
For the Period Ending Dec. 31, 2010

Ordinary Income/Expense

Income:

Hemp Network Income	\$ 29,255.93	
Less: Cost of Goods Sold	<u>\$ (7,514.00)</u>	
Gross Profit From Sales		\$ 21,741.93
Seminar Income		<u>\$ 31,182.00</u>
Total Income		<u><u>\$ 52,923.93</u></u>

Expenses:

Sales Expenses:

Advertising and Promotion	\$ 506.29	
Inventory-promotions	\$ 3,310.22	
Rent - Hemp Network Customer Service Office	\$ 3,350.00	
Utilities	\$ 621.84	
Stock-Based Compensation to Directors for The Hemp Network	<u>\$ 1,430,060.37</u>	
Total Direct Sales Expenses		\$ 1,437,848.72

General & Administrative Expenses:

Bank Service Charges	\$ 439.00	
Computer and Internet Expenses - Software	\$ 7,000.00	
Consulting Services	\$ 240,000.00	
Corporation Fees	\$ 2,650.00	
Credit Card	\$ 2,502.84	
Travel - Hotel	\$ 243.50	
Office Supplies	\$ 2,028.64	
Payroll Expenses	\$ 738,343.96	
Miscellaneous Expenses - Petty Cash	\$ 200.00	
Postage	\$ 122.76	
Professional Fees:		
Transfer Agents	\$ 790.00	
Legal	<u>\$ 500.00</u>	
Total Professional Fees		\$ 1,290.00
Telephone Expense		<u>\$ 350.91</u>
Total General & Administrative Expenses		<u>\$ 995,171.61</u>
Total Expenses		<u>\$ 2,433,020.33</u>
Net Income		<u><u>\$ (2,380,096.40)</u></u>

Medical Marijuana, Inc.

Income Statement

For the Period Ending Dec. 31, 2010

OPERATING ACTIVITIES

Net Income	\$ (2,380,096.40)	
Adjustments to reconcile Net Income to net cash provided by operations:		
Accounts Receivable	\$ (2,443.93)	
Land Rancho Viejo	\$ 902.14	
Accounts Payable	\$ 790.00	
Due to/From Officers	\$ 39,312.21	
Loan	\$ 9,970.00	
Seminar Deposits	\$ (31,182.00)	
Net cash provided by Operating Activities	<u>\$ (2,362,747.98)</u>	\$ (2,362,747.98)

INVESTING ACTIVITIES

Inventory	\$ (14,838.20)	
Inventory:Cost of Goods sold	\$ 7,514.10	
Net cash provided by Investing Activities	<u>\$ (7,324.10)</u>	\$ (7,324.10)

FINANCING ACTIVITIES

Additional Paid in Capital	\$ 2,343,910.00	
Capital Stock	\$ 23,490.00	
Net cash provided by Financing Activities	<u>\$ 2,367,400.00</u>	\$ 2,367,400.00

Net cash increase for period	\$ (2,672.08)	
Cash at beginning of period	\$ 3,013.65	
Cash at end of period	<u>\$ 341.57</u>	

Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	1,500	15	-	-	-	15
Net Income	-	-	-	-	-	-
March 31, 2004	<u>1,614</u>	<u>16</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16</u>
Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	-	-	-	-	-	-
Net Income	-	-	-	-	-	-
June 30, 2004	<u>1,614</u>	<u>16</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16</u>
Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	202	2	-	-	-	2
Net Income	-	-	-	-	-	-
September 30, 2004	<u>1,816</u>	<u>18</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>18</u>
Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	-	-	-	-	-	-
Net Income	-	-	-	-	-	-
December 31, 2004	<u>1,816</u>	<u>18</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>18</u>
Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	-	-	-	-	-	-
Net Income	-	-	-	-	-	-
March 31, 2005	<u>1,816</u>	<u>18</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>18</u>

Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	-	-	-	-	-	-
Net Income	-	-	-	-	-	-
December 31, 2007	<u>4,001,816</u>	<u>40,018</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>40,018</u>
Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	-	-	-	-	-	-
Net Income	-	-	-	-	-	-
March 31, 2008	<u>4,001,816</u>	<u>40,018</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>40,018</u>
Balance before merger with Club VivaNet						
Balance after merger adjustments						
Common stock issued for services	-	-	-	-	-	-
Common stock issued for cash	-	-	-	-	-	-
Net Income	-	-	-	-	-	-
June 30, 2008	<u>4,001,816</u>	<u>40,018</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>40,018</u>
Common stock issued for services	9,517,395	95,174	-	-	-	95,174
Common stock issued for cash	-	-	-	-	-	-
Net Income						
September 30, 2008	<u>13,519,211</u>	<u>135,192</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>135,192</u>
Common stock issued for services	1,422,600	14,226	-	-	-	14,226
Common stock issued for cash	-	-	-	-	-	-
Net Income						
December 31, 2008	<u>14,941,811</u>	<u>149,418</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>149,418</u>

Common stock issued for services	2,000,000	20,000	-	-	-	20,000
Common stock issued for cash	-	-	-	-	-	-
Net Income	-	-	-	-	-	-
March 31, 2009	<u>16,941,811</u>	<u>169,418</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>169,418</u>
April 27, 2009	<u>16,941,811</u>	<u>169,418</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>169,418</u>
April 28, 2008 Forward split 1:10	<u>169,418,110</u>	<u>169,418</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>169,418</u>
Common stock issued for services	48,090,400	480,904	-	-	-	480,904
Common stock issued for cash	16,534	165	-	-	-	165
Net Income	-	-	-	-	-	-
June 30, 2009	<u>217,525,044</u>	<u>217,525</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>217,525</u>
Common stock issued for services	8,580	9	-	-	-	-
Common stock issued for cash	111,420	111	-	-	-	-
Net Income	(52,319)	-	-	-	-	-
September 30, 2009	<u>217,645,044</u>	<u>217,645</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>217,645</u>
Common stock issued for services	8,580	9	-	-	-	-
Common stock issued for cash	111,420	111	-	-	-	-
Net Income	(177,662)	-	-	-	-	-
December 31, 2009	<u>222,685,777</u>	<u>217,765</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>217,765</u>

Common stock issued for services	33,285	33	
Common stock issued for cash	-	-	
Net Income	(52,319)		
March 31, 2010	<u>222,719,062</u>	<u>217,798</u>	<u>217,798</u>
Common stock issued for services	420,000	420	
Common stock issued for cash	-	-	
Net Income	(69,431)		
June 30, 2010	<u>223,069,631</u>	<u>218,218</u>	<u>218,218</u>
Common stock issued for services	22,819,431	22,468	
Common stock issued for cash	-	-	
Net Income	(69,431)		
September 30, 2010	<u>245,889,062</u>	<u>240,686</u>	<u>240,686</u>
Common stock issued for services	60,000	60	
Common stock issued for cash	-	-	
Net Income	(2,380,096)		
December 31, 2010	<u>245,949,062</u>	<u>240,746</u>	<u>240,746</u>

MEDICAL MARIJUANA, INC

Note 1 – Organization and Basis of Presentation

Organization and Line of Business

Medical Marijuana, Inc. was incorporated in the State of Oregon in May of 2005. Medical Marijuana, Inc. will provide institutional level financial systems to local, state and federal governments, testing and certification services, education programs, consulting and turn-key solutions to all levels of government and the Medical Marijuana Industry.

Medical Marijuana, Inc. has upgraded the provisional patent pending to a utility patent pending on the MMI Financial Solutions that will provide local, state and federal governments with a closed loop financial accounting system to monitor compliance concerning the collection of tax revenues in a near real-time environment. MMI is also looking to provide an integrated business system for medical marijuana industry participants, from growers to distributors to dispensaries. MMI Solutions will ensure compliance with local, state and federal regulations where it concerns operations and taxation.

Medical Marijuana, Inc. has established a division in June 2010, called “The Hemp Network” which sells hemp-based products to consumers through a network of home-based sales representatives. This includes the benefits that use of organic products can bring to the environment as well as the monetary rewards. MMI is looking to expanded the products offered in the fourth quarter of 2010 and intends to make more products available to agent/partners in the first and second quarter of 2011.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Note 2 – Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation

The financial statements are not consolidated.

Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

Prepaid Expenses

None

Investments in Marketable Securities

An entry was made to reduce the marketable securities consisting of 200,000,000 common shares of Health Sciences (OTC: HESG) which the company earned from consulting services to reflect the fair market value. HESG is not actively traded and the last price at which shares were exchanged was \$.0001. Because of the lack of a ready market and de minimus value value of the security, the investment was written off in its entirety.

Deposits

Deposits are the balances outstanding that have not been redeemed as of the date of the Financial Statements. The prior deposit was treated as income in the current quarter as there is no longer any liability associated with the event for which the deposit was retained.

Notes Receivable

None

Property and Equipment

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations.

Depreciation of property and equipment is provided using the MACRS method for substantially all assets with estimated lives of 5 years and, to the extent available, accelerated depreciation per Internal Revenue Code Sec. 179.

Revenue Recognition

The Company's revenue recognition policies are in compliance with SEC Staff Accounting Bulletin ("SAB") 104.

Stock-Based Compensation

The Company accounts for its stock-based compensation in accordance with SFAS No. 123R, "Share-Based Payment, an Amendment of FASB Statement no. 123." The Company recognizes in the statement

of operations the grant-date fair value of stock options and other equity-based compensation issued to employees and non-employees. During the last two quarters, 23,590,000 shares were issued in total to officers, directors and consultants for establishing and assisting in the development of The Hemp Network division, the majority of which were issued to officers of MMI as well as officers of a separate entity known as "The Hemp Partners". The shares issued partly represented compensation for creation of the Hemp Network as well as recognition of efforts of the members as leaders in the field of multi-level marketing as well as assistance in general operations.

Income Taxes

The Company utilizes the SFAS No. 109, "Accounting for Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in the future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period and based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Basic and Diluted Earnings per Share

Earnings per share are calculated in accordance with the SFAS No. 128 ("SFAS No. 128"), "Earnings per Share." Net earnings per share for all periods presented have been restated to reflect the adoption of SFAS No. 128. Basic earnings per share is based upon the weighted average number of common shares outstanding. Diluted earnings per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. There are no convertible shares, options or warrants. (See Note 6.) Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. At this time there are no stock options granted.

Note 3 – Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplates continuation of the Company as a going concern.

Note 4 – Notes Payable

NONE

Note 5 – Loans To/From Officers

Loans are stated at par and are presented in aggregate. Such sum represents the loan of funds and/or withdrawal of funds by officers and is not considered revenue to the company, nor income to individual officers.

Note 6 – Stock Options and Warrants

NONE

Note 7 – Prepaid Expenses

NONE

Note 8 – Subsequent Events

Prior to the end of the third quarter, the Company released any interest in land in California that it was looking to acquire for use as a product development and testing site as it was not advantageous for the Company's direction. Moreover, it was determined that the company should reduce its risk exposure to the vagaries of the real estate market(s). An adjusting entry was required to reflect such release on the company's financial records.

ISSUER'S CERTIFICATION

Bruce Perlowin, Chief Executive Officer of Medical Marijuana, Inc. certify that,

1. I have reviewed this quarterly statement for the period ending December 31, 2010
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement: and;
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the disclosure statement.

Date: March 28, 2011



Bruce Perlowin

Chief Executive Officer

ISSUER'S CERTIFICATION

Don Steinberg, Chief Financial Officer of Medical Marijuana, Inc. certify that,

- 1. I have reviewed this quarterly statement for the period ending December 31, 2010**

- 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement: and;**

- 3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the disclosure statement.**

Date: March 28, 2011

A handwritten signature in black ink, appearing to read "Don Steinberg", written over a horizontal line.

Don Steinberg

Chief Financial Officer