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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

Macaus & Millichip Real Estate Investment Brokers Company

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 30 AM 8:55

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 30 PM 3:44

37
5/30

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Marcus & Millichap Real Estate Investment Brokerage Company

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California

(State or country under the law of which it is incorporated)

3. 94-2372547

(FEI number, if applicable)

4. August 26, 1976

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2626 Hanover Street

Palo Alto, CA 94304

(Current mailing address)

8. Real estate and mortgage brokerage

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

(Registered agent's signature)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: George M. Marcus

Address: 2626 Hanover Street

Palo Alto, CA 94304

Co-Vice/Chairman: William A. Millichap

Address: 2626 Hanover Street

Palo Alto, CA 94304

Director: Harvey E. Green

Address: 16830 Ventura Boulevard, Suite 352

Encino, CA 91436

Director: Randall I. Barkan

Address: 2626 Hanover Street

Palo Alto, CA 94304

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Harvey E. Green

Address: 16830 Ventura Boulevard, Suite 352

Encino, CA 91436

Sr. Vice President: Randall I. Barkan

Address: 2626 Hanover Street

Palo Alto, CA 94304

Secretary: Randall I. Barkan

Address: 2626 Hanover Street

Palo Alto, CA 94304

Treasurer: Donald A. Lorenz

Address: 2626 Hanover Street

Palo Alto, CA 94304

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Randall I. Barkan, Sr. Vice President/Secretary

(Typed or printed name and capacity of person signing application)

00 MAY 30 AM 8:55
DIVISION OF COMMUNITY DEVELOPMENT

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
MARCUS & MILLICHAP REAL ESTATE INVESTMENT BROKERAGE COMPANY
ATTACHMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 AM 8:55

12.A. DIRECTORS: (cont.)

Donald A. Lorenz	2626 Hanover Street, Palo Alto, CA 94304
Gary R. Lucas	750 Battery Street, 5 th FL, San Francisco, CA 94111
Bernard J. Haddigan	1200 Abernathy Road, N.E., Suite 650, Atlanta, GA 30328
John J. Kerin	16830 Ventura Boulevard, Suite 100, Encino, CA 91436
Linwood C. Thompson	12201 Merit Drive, Suite 270, Dallas, TX 75251
David A. Wetta	4040 E. Camelback Road, Suite 130, Phoenix, AZ 85018
Mitchell R. LaBar	270 Madison Avenue, 19 th FL, New York, NY 10016

12.B. OFFICERS: (cont.)

Sr. Vice President:	Donald A. Lorenz	2626 Hanover Street, Palo Alto, CA 94304
First Sr. Vice President	Gary R. Lucas	750 Battery Street, 5 th FL, San Francisco, CA 94111
First Sr. Vice President:	Bernard J. Haddigan	1200 Abernathy Road, N.E., Suite 650, Atlanta, GA 30328
First Sr. Vice President	John J. Kerin	16830 Ventura Boulevard, Suite 100, Encino, CA 91436
First Sr. Vice President	Linwood C. Thompson	12201 Merit Drive, Suite 270, Dallas, TX 75251
First Sr. Vice President	David A. Wetta	4040 E. Camelback Road, Suite 130, Phoenix, AZ 85018
First Sr. Vice President	Mitchell R. LaBar	270 Madison Avenue, 19 th FL, New York, NY 10016
Vice President	Steven M. Ekovich	7650 Courtney Campbell Causeway, Suite 1250, Tampa, FL 33607
Assistant Secretary:	Bob Alden	2626 Hanover Street, Palo Alto, CA 94304

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 AM 8:55

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 26th day of August, 19 76,

MARCUS & MILLICHAP REAL ESTATE INVESTMENT BROKERAGE COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

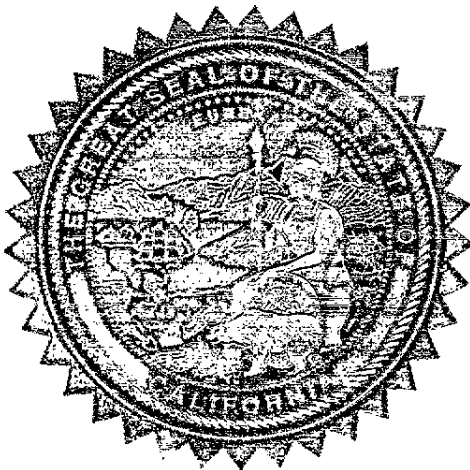
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

May 25, 2000



Bill Jones

Secretary of State