

# 2006 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Apr 28, 2006 8:00 am**  
**Secretary of State**

04-28-2006 90145 005 \*\*\*150.00

|                                                                                          |                                                                                   |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| <b>DOCUMENT # F00000003058</b>                                                           |  |
| 1. Entity Name<br><b>MARCUS &amp; MILLICHAP REAL ESTATE INVESTMENT BROKERAGE COMPANY</b> |                                                                                   |

|                                                                                   |                                                                                                  |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>2626 HANOVER STREET<br/>PALO ALTO, CA 94304</b> | Mailing Address<br><b>2626 HANOVER STREET<br/>ATTN: LEGAL DEPARTMENT<br/>PALO ALTO, CA 94304</b> |
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|                                |         |                                                    |         |
|--------------------------------|---------|----------------------------------------------------|---------|
| 2. Principal Place of Business |         | 3. Mailing Address<br><b>800 W. EL CAMINO REAL</b> |         |
| Suite, Apt. #, etc.            |         | Suite, Apt. #, etc.<br><b>SUITE 200</b>            |         |
| City & State                   |         | City & State<br><b>MOUNTAIN VIEW, CA</b>           |         |
| Zip                            | Country | Zip<br><b>94040</b>                                | Country |

|                                                                                    |                                                        |
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|  |                                                        |
| 04202006                                                                           | Chg-P CR2E034 (11/05)                                  |
| 4. FEI Number<br><b>94-2372547</b>                                                 | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/>                          | <b>\$8.75</b> Additional Fee Required                  |

|                                                                                                                                           |  |
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| 6. Name and Address of Current Registered Agent<br><b>C T CORPORATION SYSTEM<br/>1200 SOUTH PINE ISLAND ROAD<br/>PLANTATION, FL 33324</b> |  |
|-------------------------------------------------------------------------------------------------------------------------------------------|--|

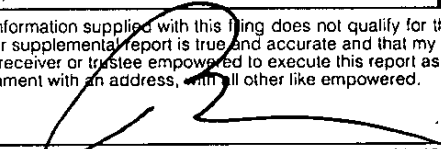
|                                                    |             |
|----------------------------------------------------|-------------|
| 7. Name and Address of New Registered Agent        |             |
| Name                                               |             |
| Street Address (P.O. Box Number is Not Acceptable) |             |
| City                                               | FL Zip Code |

|                                                                                                                                                                                                                               |      |
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| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. |      |
| SIGNATURE                                                                                                                                                                                                                     | DATE |
| <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>                                                                     |      |

|                                                                               |                                                                                                                        |
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| <b>FILE NOW!!! FEE IS \$150.00<br/>After May 1, 2006 Fee will be \$550.00</b> | 9. Election Campaign Financing<br>Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees |
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| 10. OFFICERS AND DIRECTORS                     |                                                                                                          | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 |                                                                              |
|------------------------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | PD<br>GREEN, HARVEY<br>16830 VENTURA BLVD., #352<br>ENCINO, CA 91436 <input type="checkbox"/> Delete     | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | CD<br>MARCUS, GEORGE M<br>2626 HANOVER STREET<br>PALO ALTO, CA 94304 <input type="checkbox"/> Delete     | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | VS<br>MUDRICH, PAUL S<br>2626 HANOVER STREET<br>PALO ALTO, CA 94304 <input type="checkbox"/> Delete      | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | VASD<br>LORENZ, DONALD A<br>2626 HANOVER STREET<br>PALO ALTO, CA 94304 <input type="checkbox"/> Delete   | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | VTD<br>KAISER, STUART E<br>16830 VENTURA BLVD., #352<br>ENCINO, CA 91436 <input type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | CD<br>MILLICHAP, WILLIAM A<br>2626 HANOVER STREET<br>PALO ALTO, CA 94304 <input type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP        | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |

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| 12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. |  |
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|------------------------------------------------------------------------------------------------|-----------------|---------------------|--------------------------------|
| SIGNATURE:  | PAUL S. MUDRICH | 4/27/06             | 650/396-1900                   |
| <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>              |                 | <small>Date</small> | <small>Daytime Phone #</small> |