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Florida Department of State  
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To:

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DIVISION OF CORPORATIONS

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**FLORIDA/FOREIGN LP/LLP**

**VICTORIA LAND PARTNERS, LP**

|                       |            |
|-----------------------|------------|
| Certificate of Status | 0          |
| Certified Copy        | 0          |
| Page Count            | 05         |
| Estimated Charge      | \$1,000.00 |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP  
TO TRANSACT BUSINESS IN FLORIDA**

1. Victoria Land Partners, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)

2. California

(State or Country of Formation)

3. October 10, 2000

(Date of Formation)

4. Corporation Service Company

(Name of Registered Agent for Service of Process)

5. 1201 Hays Street

(Florida street address for Registered Agent)

Tallahassee, FL 32301

6. 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.

Corporation Service Company

By: Heather Chapman  
Signature of Registered AgentHeather Chapman  
as its agent7. 3655 Nobel Drive, Suite 650, San Diego, CA 92122

(Principal office address)

8. If limited partnership is a limited liability limited partnership, check box ☐

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9. 3655 Nobel Drive, Suite 650, San Diego, CA 92122

(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

MNG Mercantile Victoria Investors, LLC

(Name)

3655 Nobel Drive, Suite 650

(Street Address)

San Diego, CA 92122

3655 Nobel Drive, Suite 650

(Mailing Address)

San Diego, CA 92122

Elijah Property Company, LLC

(Name)

3655 Nobel Drive, Suite 650

(Street Address)

San Diego, CA 92122

3655 Nobel Drive, Suite 650

(Mailing Address)

San Diego, CA 92122

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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|                 |                            |
|-----------------|----------------------------|
| _____<br>(Name) | _____<br>(Street Address)  |
| _____           | _____                      |
| _____           | _____<br>(Mailing Address) |
| _____           | _____                      |
| _____<br>(Name) | _____<br>(Street Address)  |
| _____           | _____                      |
| _____           | _____<br>(Mailing Address) |
| _____           | _____                      |

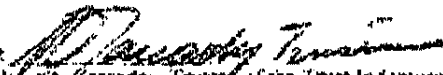
11. Effective date, if other than the date of filing: \_\_\_\_\_

*(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)*

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

Signed this 7th day of November, 2006

Signature of a general partner:  
MNG Mercantile Victoria Investors, LLC  
A California Limited Liability Company

By:   
Peter A. Zarcades, Trustee of the Trust Indenture  
of Peter A. Zarcades and Sandra Rae Zarcades,  
and any amendments thereto, dated July 19, 1972

Its: Manager

Certificate of Status (optional): \$8.75

12 Fee and \$35 Registered Agent Fee)

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TALLAHASSEE, FLORIDA

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**State of California  
Secretary of State**

**CERTIFICATE OF GOOD STANDING  
CALIFORNIA LIMITED PARTNERSHIP**

I, **BRUCE McPHERSON**, Secretary of State of the State of California, hereby certify:

That on the 10th day of October, 2000, **VICTORIA LAND PARTNERS, L.P.**, became recognized under the laws of the State of California by filing its certificate of Limited Partnership in this office; and

That according to the records of this office, the said limited partnership is authorized to exercise all its 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 limited partnership.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of November 17, 2006.



**BRUCE McPHERSON**  
Secretary of State