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Florida Department of State
Division of Corporations
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RESUBMIT

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Division of Corporations
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Account Name : CORPORATION SERVICE COMPANY
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08 APR 23 AM 8:58
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TALLAHASSEE, FLORIDA

Cindy Harris et al

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

VICTORIA LAND PARTNERS, L.P.

Certificate of Status	0
Certified Copy	0
Page Count	007
Estimated Charge	\$52.50

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FlorNO. 851eptP. 2 State

RESUBMIT

April 18, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VICTORIA LAND PARTNERS, L.P.
3655 NOBEL DRIVE
SUITE 650
SAN DIEGO, CA 32301

SUBJECT: VICTORIA LAND PARTNERS, L.P.
REF: B06000000424

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Regulatory Specialist II

FAX Aud. #: H08000099365
Letter Number: 308A00023352

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TALLAHASSEE, FLORIDA

IP has now been filed.

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Victoria Land Partners, L.P.

2. The jurisdiction of its formation is: California

3. The date the entity was authorized to transact business in Florida is: 11/21/06

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

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.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

The Midtown Niki Group, LLC

3655 Nobel Drive, Suite 650
San Diego, CA 92122

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____

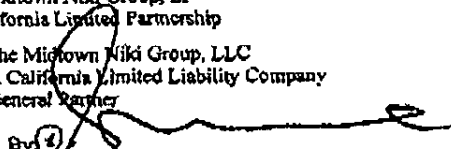
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

The Midtown Niki Group, LP
A California Limited Partnership

By: The Midtown Niki Group, LLC
A California Limited Liability Company

Its: General Partner

By: 
Brian C. Malk
Its: Manager

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TALLAHASSEE, FLORIDA

State of California
Secretary of State



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TALLAHASSEE, FLORIDA

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

APR 14 2008

Debra Bowen

DEBRA BOWEN
Secretary of State



State of California Secretary of State

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

A \$30.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

LP-10

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

APR 08 2008

This Space For Filing Use Only

FILE NUMBER		ENTITY NAME (Enter the exact name of the limited partnership.)	
1. SECRETARY OF STATE FILE NUMBER 200028500002		2. NAME OF LIMITED PARTNERSHIP Victoria Land Partners, L.P.	
3. ☐ CHECK HERE IF THE LIMITED PARTNERSHIP WAS FORMED PRIOR TO JANUARY 1, 2008 AND HAS ELECTED TO BE GOVERNED BY THE UNIFORM LIMITED PARTNERSHIP ACT OF 2008.			
ENTITY NAME AS AMENDED (If applicable, enter the name of the limited partnership as amended. End the name with the words "Limited Partnership" or the abbreviation "LP" or "L.P.")			
4. NAME OF LIMITED PARTNERSHIP			
PRINCIPAL EXECUTIVE OFFICE ADDRESS or DESIGNATED OFFICE ADDRESS IN CALIFORNIA			
5. ADDRESS		CITY	STATE ZIP CODE
3655 Nobel Drive, Suite 650		San Diego	CA 92122
AGENT FOR SERVICE OF PROCESS (If the agent is an individual, complete both items 6 and 7. If the agent is a corporation, complete item 6 and leave item 7 blank.)			
6. NAME OF AGENT FOR SERVICE OF PROCESS Hoda Mezistranp			
7. (IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA)		CITY	STATE ZIP CODE
3655 Nobel Drive, Suite 650		San Diego	CA 92122
GENERAL PARTNER(S) (Enter the current name and address of each general partner and check this box if the name of the general partner has changed. Attach additional pages, if necessary. Note: The name and address of any new general partners and the name of any dissociated general partners may be included in an attachment to this certificate.)			
a. NAME	ADDRESS	CITY	STATE ZIP CODE
See Exhibit A attached hereto			
☐ THE NAME OF THIS GENERAL PARTNER HAS CHANGED FROM:			
b. NAME	ADDRESS	CITY	STATE ZIP CODE
☐ THE NAME OF THIS GENERAL PARTNER HAS CHANGED FROM:			
EXECUTION (This certificate must be signed by all of the general partners unless otherwise provided by law. If additional signature space is necessary, the signatures may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)			
9. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.			
April 7, 2008 DATE			
SIGNATURE OF GENERAL PARTNER		See Exhibit A Attached Hereto for Signatures TYPE OR PRINT NAME OF GENERAL PARTNER	
SIGNATURE OF GENERAL PARTNER		TYPE OR PRINT NAME OF GENERAL PARTNER	

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TALLAHASSEE
FLORIDA

ATTACHMENT TO
 RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
 VICTORIA LAND PARTNERS, L.P.
 200028500002

8a. Withdrawing General Partners

MNG Mercantile Victoria Investors, LLC
 A California Limited Liability Company

By: X 
 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
 Address: 3655 Nobel Drive, Suite 650
 San Diego, CA 92122

Elijah Property Company, LLC
 A Delaware Limited Liability Company

By: The Midtown Niki Group, LLC
 A California Limited Liability Company
 Its: Manager

By: X 
 Peter A. Zarcades
 Its: Manager

Address: 3655 Nobel Drive, Suite 650
 San Diego, CA 92122

8b. New General Partner

The Midtown Niki Group, LP
 A California Limited Partnership

By: The Midtown Niki Group, LLC
 A California Limited Liability Company
 Its: General Partner

By: X 
 Peter A. Zarcades
 Its: Manager

Address: 3655 Nobel Drive, Suite 650
 San Diego, CA 92122



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