

BOG000000424

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

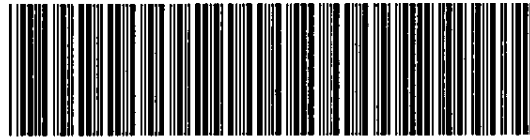
A

Office Use Only

B. KOHR

FEB 14 2012

EXAMINER



200220562362

02/13/12--01050--022 **113.75

FILED
OFFICE OF THE
CLERK OF SUPERIOR
COURT
12 FEB 13 PM 3:35

BLANCHARD, KRASNER & FRENCH

A PROFESSIONAL CORPORATION

TELEPHONE: (858) 551-2440
FACSIMILE: (858) 551-2434
WEB: <http://www.bklaw.com>

800 SILVERADO STREET, SECOND FLOOR
LA JOLLA, CALIFORNIA 92037

ALAN W. FRENCH
(Deceased)

February 3, 2012

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

12 FEB 13 PM 3:35
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Amendment to the Certificate of Authority - Foreign Limited Partnership
Our File No.: 1003-338


Dear Sir or Madam:

Enclosed please find the following documents for Victoria Land Partners, L.P.:

- 1) Cover Letter;
- 2) One (1) executed original and one (1) endorsed copy of the Amendment to the Certificate of Authority - Foreign Limited Partnership (the "Amendment");
- 3) An original certificate from California issued within the past 90 days, evidencing the referenced amendment; and
- 4) A check in the amount of \$113.75 (Filing fee + Certified Copy + Certificate of Good Standing), payable to the Department of Corporations.

Please return the certified "filed" stamped endorsed copy of the Amendment, in the enclosed self-addressed stamped envelope. If you have any questions, please feel free to contact me at (858) 551-2440. Thank you very much for all of your assistance.

Very truly yours,



Ali Thpali
Paralegal

For BLANCHARD, KRASNER & FRENCH

AVT/
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VICTORIA LAND PARTNERS, L.P.
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Alexandria Tripoli

Contact Person

Blanchard, Krasner & French

Firm/Company

800 Silverado Street, Second Floor

Address

La Jolla, CA 92037

City, State and Zip Code

atripoli@bkflaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alexandria Tripoli

Name of Contact Person

at (858)

551-2440
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$52.50 Filing Fee

\$61.25 Filing Fee
and Certificate of
Status

\$105.00 Filing Fee
and Certified Copy

\$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

12 FEB 13 PM 3:35
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

12 FEB 13 PM 3:35
RECEIVED
STATE OF FLORIDA
DEPARTMENT OF STATE

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: 11/21/2006

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 LLLP.*

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

<u>Name:</u>	<u>Business Address:</u>
<u>MNG Real Estate Investments, LLC</u>	<u>9171 Towne Centre Drive, Suite 335</u> <u>San Diego, CA 92122</u>
<u>M2000000154</u>	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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 olds, 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: 11/1/11
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

NEW GENERAL PARTNER:

MNG Real Estate Investments, LLC

By: 


David Trakman, Manager

Dated: January 25, 2012

NAME OF DISSOCIATED 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: 

David Trakman, Manager

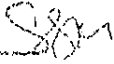
Dated: January 25, 2012



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 08 2011

Date: _____


Debra Bowen
DEBRA BOWEN, Secretary of State

LP-2

Amendment to Certificate of Limited Partnership (LP)

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

DEC 09 2011

To change information of record for your LP, fill out this form, and submit for filing along with:

- A \$30 filing fee,
- A separate, non-refundable \$15 service fee, if you drop off the completed form.

Items 3-7: Only fill out the information that is changing. Attach extra pages if you need more space or need to include any other matters.

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm

1 LP's File No. (issued by CA Secretary of State):
200028500002

2 LP's Exact Name (on file with CA Secretary of State):
VICTORIA LAND PARTNERS, L.P.

3 New LP Name:

The new LP name: must end with "Limited Partnership," "LP," or "L.P.," and may not contain "bank," "insurance," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp."

4 New LP Office Address in California:

street address city (no abbreviations) state zip CA

5 New Agent/Address for Service of Process: (The agent must be a CA resident or qualified 1505 corporation in CA.)

a. Agent's name:

b. Agent's address: street address (if agent is not a corporation) city (no abbreviations) state zip CA

6 General Partner Changes:

a. New general partner: MNG Real Estate Investments, LLC 9171 Towne Centre Drive, Suite 335, San Diego, CA 92122. name address city (no abbreviations) state zip

b. Address change: name new address city (no abbreviations) state zip

c. Name change: Old name: New name:

d. Name of dissociated general partner: The Midtown Niki Group, LP

7 Dissolved LP: (Either check box a or check box b and complete the information. Note: To terminate the LP, also file a Certificate of Cancellation (Form LP-4/7), available at www.sos.ca.gov/business/be/forms.htm.)

a. [] The LP is dissolved and wrapping up its affairs.

b. [] The LP is dissolved and has no general partners. The following person has been appointed to wrap up the affairs of the LP: name address city (no abbreviations) state zip

8 Read and sign below: This form must be signed by (1) at least one general partner; (2) by each person listed in item 6a; and (3) by each person listed in item 6d if that person has not filed a Certificate of Dissociation (Form LP-101). If item 7b is checked, the person listed must sign. If a trust, association, attorney-in-fact, or any other person not listed above is signing, go to www.sos.ca.gov/business/be/filing-tips.htm for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this amendment.

I declare that I am the person who signed this form and that signing this form is my act.

SEE ATTACHED Sign here Print your name here Date

SEE ATTACHED Sign here Print your name here Date

Make check/money order payable to: Secretary of State
We can give you up to 2 free certified copies of your filed form if you submit up to 2 completed copies of this form (with all attachments).

By Mail
Secretary of State
Business Entities, P.O. Box 944225,
Sacramento, CA 94244-2250

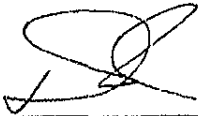
Drop-Off
Secretary of State
1500 11th St., 3rd Floor,
Sacramento, CA 95814

ATTACHMENT TO
AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP (LP)
FOR
VICTORIA LAND PARTNERS, L.P.
(Secretary of State File Number: 200028500002)

8. READ AND SIGN BELOW:

NEW GENERAL PARTNER:

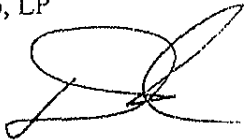
David Trakman, Manager of MNG Real Estate Investments, LLC



Dated: December 7, 2011

DISASSOCIATING GENERAL PARTNER:

David Trakman, Manager of The Midtown Niki Group, LLC, General Partner of The Midtown Niki Group, LP



Dated: December 7, 2011

200028500002