B06000004424

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

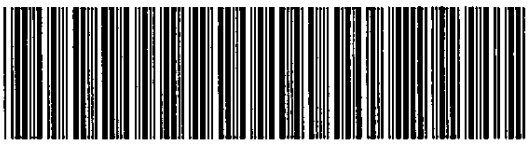
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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09/24/15--01020--011 **113.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 25 2015
S. YOUNG

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:

Ali Tripoli
Contact Person

Blanchard, Krasner & French
Firm/Company

800 Silverado Street, Second Floor
Address

La Jolla, California 92037
City, State and Zip Code

atripoli@bkflaw.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Ali Tripoli at (858) 551-2440
Name of Contact Person — 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

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. Document Number of Foreign Limited Partnership or Limited Liability Limited Partnership: B06000000424

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:
MIDTOWN NATIONAL GROUP, LP

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.

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

Name:	Business Address:	
MNG Management, LLC	9171 TOWNE CENTRE DR., STE. 335	☐ Add
		☐ Remove
	SAN DIEGO, CA 92122	■ Change
		☐ Add
		☐ Remove
		☐ Change
		☐ Add
		☐ Remove
		☐ Change
		☐ Add
		☐ Remove
		☐ Change
		☐ Add
		☐ Remove
		☐ Change
		☐ Add
		☐ Remove
		☐ Change

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

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TALLAHASSEE, FLORIDA

Signature of a general partner:

_____

Typed or printed name:

Tracey Olson, Manager of MNG Management, LLC, General Partner

Filing Fee: **$52.50**
Certified Copy (optional): **$52.50**
Certificate of Status (optional): **$8.75**

LP-2 | **Amendment to Certificate of Limited Partnership (LP)**

FILED
Secretary of State
State of California
AUG 10 2015

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 also must be included, 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.

ICC

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.

New LP Name

③ Midtown National Group, LP
Proposed 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."

New LP Addresses

④ a. _____ CA
Street Address of Designated Office in CA — *City (no abbreviations)* — *State* — *Zip*

b. _____
Mailing Address of LP, if different from 4a — *City (no abbreviations)* — *State* — *Zip*

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

⑤ a. Robert W. Blanchard
Agent's Name

b. 800 Silverado Street, 2nd Floor — La Jolla — CA 92037
Agent's Street Address (if agent is not a corporation) — *City (no abbreviations)* — *State* — *Zip*

General Partner Changes

⑥ a. New general partner: _____
Name — *Address* — *City (no abbreviations)* — *State* — *Zip*

b. Address change: _____
Name — *New Address* — *City (no abbreviations)* — *State* — *Zip*

c. Name change: Old name: MNG REAL ESTATE INVESTMENTS, LLC New name: MNG Management, LLC

d. Name of dissociated general partner: _____

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.)

⑦ 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*

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. Signing this document affirms under penalty of perjury that the stated facts are true.

Sign here — Brian C. Malk, Manager of MNG Management, LLC (formerly MNG Real Estate Investments, LLC), General Partner *Print your name here* — 6/10/15 *Date*

Sign here — *Print your name here* — *Date*

Make check/money order payable to: **Secretary of State**
Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a $5 certification fee.

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

AUG 11 2015

Date:

ALEX PADILLA, Secretary of State

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: MIDTOWN NATIONAL GROUP, LP

FILE NUMBER:	200028500002
FORMATION DATE:	10/10/2000
TYPE:	DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION:	CALIFORNIA
STATUS:	ACTIVE (GOOD STANDING)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 11, 2015.

ALEX PADILLA
Secretary of State

MDG

NP-25 (REV 01/2015)