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FOREIGN PROFIT/NONPROFIT CORPORATION

Marcus & Millichap Capital Corporation

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6/29/07

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Marcus & Millichap Capital Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 77-0108851
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/18/1985 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 19800 MacArthur Boulevard, Suite 150, Irvine, CA 92612
(Principal office address)
800 W. El Camino Real, Suite 200, Mountain View, CA 94040
(Current mailing address)

8. To provide commercial real estate finance services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

CT Corporation System

By: 
(Registered agent's signature)

Anusha Putty
Vice President
and Assistant Secretary

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

12. Names and business addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHMENT

Chairman: George M Marcus

Address: 2626 Hanover Street

Palo Alto, CA 94304

Vice Chairman: William A Millichap

Address: 2626 Hanover Street

Palo Alto, CA 94304

Director: Harvey E Green

Address: 16830 Ventura Boulevard, Ste. 352

Encino, CA 91436

Director: Donald A Lorenz

Address: 2626 Hanover Street

Palo Alto, CA 94304

B. OFFICERS SEE ATTACHMENT

President: Harvey E Green

Address: 16830 Ventura Boulevard, Ste. 352

Encino, CA 91436

Vice President: _____

Address: _____

Secretary: Paul S Mudrich

Address: 800 W. El Camino Real, Ste. 200, Mountain View, CA 94040

Treasurer: Stuart E Kaiser

Address: 16830 Ventura Boulevard, Ste. 352, Encino, CA 91436

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. William E. Hughes, Vice President

(Typed or printed name and capacity of person signing application)

**Attachment to Florida
Officers & Directors**

1	Full Name:	Donald A Lorenz
	Officer/Director:	Officer, Director
	Officer's Title:	Sr. VP/Asst. Sec.
	Director's Title:	Other Director
	Business Address:	2626 Hanover Street
	City:	Palo Alto
	State:	CA
	ZIP Code:	94304
2	Full Name:	William E Hughes
	Officer/Director:	Officer, Director
	Officer's Title:	Sr. Vice President
	Director's Title:	Other Director
	Business Address:	19800 MacArthur Boulevard, Ste. 150
	City:	Irvine
	State:	CA
	ZIP Code:	92612
3	Full Name:	Bob Alden
	Officer/Director:	Officer
	Officer's Title:	Assistant Secretary
	Director's Title:	
	Business Address:	2626 Hanover Street
	City:	Palo Alto
	State:	CA
	ZIP Code:	94304

**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

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

That on the 18th day of September, 1985, MARCUS & MILLICHAP CAPITAL CORPORATION became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
June 22, 2007.



Debra Bowen

DEBRA BOWEN
Secretary of State