

F. 07000003317

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

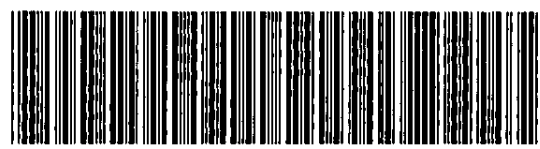
(Document Number)

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Change  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Marcus & Millichap Capital Corporation  
(Name of Corporation)

**DOCUMENT NUMBER:** F07000003317

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.  
Please return all correspondence concerning this matter to the following:

Sabrina Tillapaugh  
(Name of Contact Person)

US CorpWorks Inc.  
(Firm/Company)

23 Butler Avenue  
(Address)

Maynard, MA 01754  
(City/State and Zip Code)

For further information concerning this matter, please call:

Sabrina Tillapaugh at ( 888 ) 967.5799  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of California in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: Marcus & Millichap Capital Corporation
- 2. The principal office address: 19800 MacArthur Boulevard, Suite 150, Irvine, CA 92612
- 3. The mailing address (if different): 800 West El Camino Real, Suite 200, Mountain View, CA 94040
- 4. Date of incorporation/qualification: 06/28/2007 Document number: F07000003317
- 5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

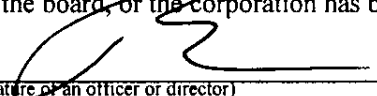
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- 6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):
- NRAI Services, Inc.  
2731 Executive Park Drive, Suite 4  
(P.O. Box NOT acceptable)  
Weston, FL 33331

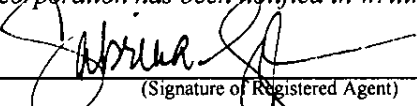
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
 \_\_\_\_\_  
(Signature of an officer or director)

Paul S. Mudrich, Secretary  
 \_\_\_\_\_  
(Printed or typed name and title)

*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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

  
 \_\_\_\_\_  
(Signature of Registered Agent)

11/23/09  
 \_\_\_\_\_  
(Date)

If signing on behalf of an entity:  
National Registered Agents, Inc.  
 \_\_\_\_\_  
(Typed or Printed Name)

**\*\*\* FILING FEE: \$35.00 \*\*\***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314