

F 9600000 4468

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Marcus & Millichap Incorporated of Florida
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

800001934778
-08/28/96--01086--002
*****70.00 *****70.00

Gene A. Berman
(Name of Person)

Marcus & Millichap
(Firm/Company)

One East Broward Blvd., Ste. 700
(Address)

Fort Lauderdale, Florida 33301
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Gene A. Berman at (954) 713-2858
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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 Incorporated of Florida
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California
(State or country under the law of which it is incorporated)
3. 94-3245218
(FEI number, if applicable)
4. May 17, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. One East Broward Blvd., Suite 700
Fort Lauderdale, FL 33301
(Current mailing address)
8. Real estate investment brokerage
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

A. W. A. J. V. P.
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: George M. Marcus
Address: 2626 Hanover St.
Palo Alto, CA 94304

President ~~Vice Chairman~~: William A. Millichap
Address: 2626 Hanover St.
Palo Alto, CA 94304

Director: Harvey E. Green
Address: 2626 Hanover St.
Palo Alto, CA 94304

Director: Nancy Kukkola
Address: 2626 Hanover St.
Palo Alto, CA 94304

(See attached)

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: William A. Millichap
Address: 2626 Hanover St.
Palo Alto, CA 94304

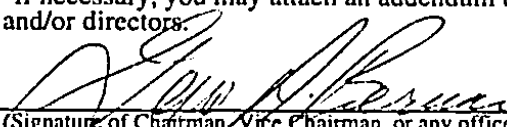
Vice President: Harvey E. Green
Address: 2626 Hanover St.
Palo Alto, CA 94304

Secretary: Nancy Kukkola
Address: 2626 Hanover St.
Palo Alto, CA 94304

Treasurer: Eric W. Nielsen
Address: 2626 Hanover St.
Palo Alto, CA 94304

(See attached)

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gene A. Berman, Assistant Secretary/Regional Manager
(Typed or printed name and capacity of person signing application)

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**MARCUS & MILLICHAP INCORPORATED OF FLORIDA
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
ATTACHMENT**

12. Directors: (cont.)

A.	Randall I. Barkan 2626 Hanover St. Palo Alto, CA 94304	Director/ Assistant Secretary
	Linwood C. Thompson 2626 Hanover St. Palo Alto, CA 94304	Director
	Gary R. Lucas 2626 Hanover St. Palo Alto, CA 94304	Director
	Bernard J. Haddigan 2626 Hanover St. Palo Alto, CA 94304	Director
	John J. Korin 2626 Hanover St. Palo Alto, CA 94304	Director
	David A. Wotta 2626 Hanover St. Palo Alto, CA 94304	Director

B. Officers: (cont.)

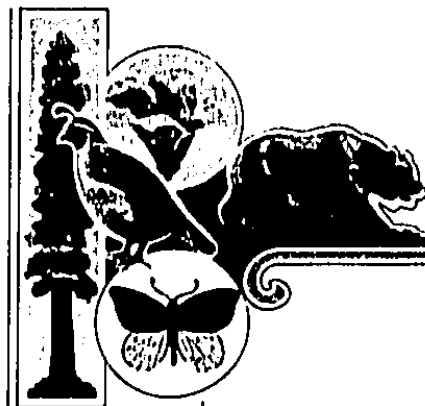
Randall I. Barkan 2626 Hanover St. Palo Alto, CA 94304	Assistant Secretary
Gene A. Berman One East Broward Blvd., Ste. 700 Fort Lauderdale, FL 33301	Assistant Secretary/ Regional Manager
Richard B. Abel One East Broward Blvd., Ste. 700 Fort Lauderdale, FL 33301	Assistant Secretary/ Designated Broker

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TALLAHASSEE, FLORIDA



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17th day of May

MARCUS & MILLICHAP INCORPORATED OF FLORIDA

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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
15th day of August, 1996.



Bill Jones
BILL JONES
Secretary of State

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TALLAHASSEE, FLORIDA