

F96000004468

Marcus & Millichap

Memorandum

To Amendment Section
From Cheryl L. Cottengim
Subject Amendment for Change of Name
Date October 8, 1998

400002660374--2
-10/09/98-01053-013
*****96.25 *****52.50

Please find enclosed the following required documents for the change of name of our corporation. I have enclosed a check in the amount of \$96.25 for the following:

Filing Fee
Certified Copy
Certificate of Status

Thanks you for your assistance in this matter.

FILED
98 OCT -9 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

10-12-98
CC

PROFIT CORPORATION

SECTION I

1. Marcus & Millichap Incorporated of Florida
Name of corporation as it appears on the records of the Department of State.

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 6, 1998
5. Marcus & Millichap Real Estate Investment Brokerage Company of Florida
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

FILED
98 OCT -9 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

September 25, 1998
Date

Gene A. Berman
Typed or printed name

Vice. President/Regional Manager
Title

State of California

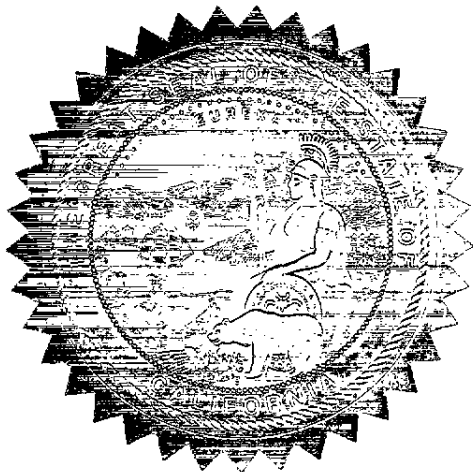


SECRETARY OF STATE

CERTIFICATE OF FILING

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

That on the **6th day of May, 1998**, there was filed in this office an amendment changing the corporation name from **MARCUS & MILLICHAP INCORPORATED OF FLORIDA**, a California corporation, to **MARCUS & MILLICHAP REAL ESTATE INVESTMENT BROKERAGE COMPANY OF FLORIDA**.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 1, 1998.

Bill Jones
BILL JONES
Secretary of State

A0508107

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED-FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

MAY -6 1998

BILL JONES, SECRETARY OF STATE

William A. Millichap and Nancy Kukkola certify that:

5. They are the President and Secretary, respectively, of Marcus & Millichap Incorporated of Florida, a California corporation.

6. Article I is amended to read as follows:

"The name of this corporation is Marcus & Millichap Real Estate Investment Brokerage Company of Florida".

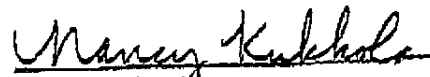
7. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

8. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares is 75,000. The number of shares voting in favor of the amendment exceeded the vote required. The percentage vote required of the outstanding shares was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matter set forth in this certificate are true and correct of our own knowledge.

Date: April 15, 1998


William A. Millichap
President


Nancy Kukkola
Secretary

