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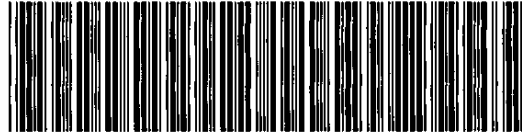
(Business Entity Name)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 611259 4346861
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 2225.00

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TALLAHASSEE, FLORIDA

ORDER DATE : November 20, 2006
ORDER TIME : 2:13 PM
ORDER NO. : 611259-010
CUSTOMER NO: 4346861

FOREIGN FILINGS

NAME: MNG MERCANTILE VICTORIA
INVESTORS, LLC

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MNG Mercantile Victoria Investors, LLC
(Name of Foreign Limited Liability Company)
2. California
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 33-0833276
(FEI number, if applicable)
4. September 22, 2000
(Date of Organization)
5. December 31, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 30, 2004
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 3655 Nobel Drive, Suite 650, San Diego, CA 92122
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

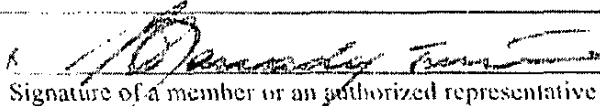
Brian C. Malk, Trustee of the Brian C. Malk Trust dated 2/3/81, 3655 Nobel Drive, Suite 650, San Diego, CA 92122

Peter A. Zarcades, Trustee of the Trust Indenture of Peter A. Zarcades and Sandra Rae Zarcades, and any amendments

thereto, dated July 19, 1972, 3655 Nobel Drive, Suite 650, San Diego, CA 92122

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: General partner of partnership
that invests in real estate.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Peter A. Zarcades, Trustee of the Trust Indenture of Peter A. Zarcades and
Sandra Rae Zarcades, and any amendments thereto,
dated July 19, 1972

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MNG Mercantile Victoria Investors, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By:

Heather Chapman
(Signature)

Heather Chapman
as its agent

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **22nd day of September, 2000**, **MNG MERCANTILE VICTORIA INVESTORS, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its 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 of this limited liability company.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of November 17, 2006.



BRUCE McPHERSON
Secretary of State