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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

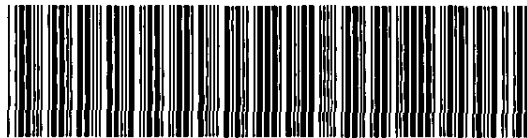
(Document Number)

Certified Copies _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN -9 PM 1:31

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C. LEWIS

Jan. 10, 2012
EXAMINER

BLANCHARD, KRASNER & FRENCH
A PROFESSIONAL CORPORATION

TELEPHONE: (858) 551-2440
FACSIMILE: (858) 551-2434
WEB: <http://www.bkfllaw.com>

800 SILVERADO STREET, SECOND FLOOR
LA JOLLA, CALIFORNIA 92037

ALAN W. FRENCH
(Deceased)

December 21, 2011

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Conversion/ Application by Foreign Registration
Our File No.: 1003-321

Dear Sir or Madam:

Pursuant to the enclosed letter from Ms. Carolyn Lewis, please find the following documents pertaining to the foreign registration of MNG Real Estate Investments, LLC, which is the General Partner of JC-Springhill, LP:

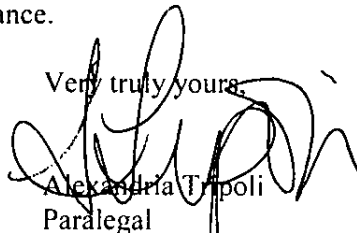
- 1) Cover Letter;
- 2) One (1) executed original and one (1) endorsed copy of the Application by Foreign Registration (the "Application"); and
- 3) A check in the amount of \$160.00 (Filing fee + Certified Copy + Certificate of Good Standing), payable to the Department of Corporations.

As requested, I am also returning the executed original of the Certificate of Conversion (the "Certificate") and your office already has the appropriate fees.

Please return the certified "filed" stamped endorsed copy of the Amendment AND the Certificate, as well as the Certificates of Good Standing for BOTH MNG Real Estate Investments, LLC and JC-Springhill, LP (as previously requested) in the enclosed self-addressed stamped envelope.

If you have any questions, please feel free to contact the undersigned at (858) 551-2440. Thank you very much for all of your assistance.

Very truly yours,



Alexandria Tripoli
Paralegal
For BLANCHARD, KRASNER & FRENCH

AVT/
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MNG Real Estate Investments, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Alexandria Tripoli

Name of Person

Blanchard, Krasner & French

Firm/Company

800 Silverado Street, Second Floor

Address

La Jolla, California 92037

City/State and Zip Code

atripoli@bkflaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alexandria Tripoli at (858) 551-2440

Name of Person

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2011

ALEXANDRIA TRIPOLI
BLANCHARD, KRASNER & FRENCH
800 SILVERADO STREET, SECOND FLOOR
LA JOLLA, CA 92037

SUBJECT: MNG REAL ESTATE INVESTMENTS, LLC
Ref. Number: W11000064208

We have received your document for MNG REAL ESTATE INVESTMENTS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 211A00028833

**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 Real Estate Investments, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. California

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 45-2823448

(FEI number, if applicable)

4. July 22, 2011

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 9171 Towne Centre Drive, Suite 335 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:**

1) Peter A. Zarcades: 9171 Towne Centre Dr., Ste. 335, San Diego, CA 92122; 2) Brian C. Malk: 9171 Towne Centre Dr., Ste. 335

San Diego, CA 92122; 3) Cheri Phinney: 9171 Towne Centre Dr., Ste. 335, San Diego, CA 92122; 4) David Trakman: 9171 Towne

Centre Dr., Ste. 335, San Diego, CA 92122; 5) Genevieve Hadrick: 9171 Towne Centre Dr., Ste. 335, 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: Real Estate Investment

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

David Trakman

Typed or printed name of signee

20 JAN -9 PM 1:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

**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 Real Estate Investments, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

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2012 JAN -9 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Pamela L. Simpson

(Signature)

PAMELA L. SIMPSON, AUTHORIZED REPRESENTATIVE

\$ 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 STATUS

ENTITY NAME: MNG REAL ESTATE INVESTMENTS, LLC

FILE NUMBER: 201120610053
FORMATION DATE: 07/22/2011
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

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

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of California this
day of December 6, 2011.

Debra Bowen

DEBRA BOWEN
Secretary of State