

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 107003



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Marcus & Millichap Real Estate Investment Brokerage Company of Connecticut

2. It is incorporated under the laws of California

3. The name which it elects to use in Rhode Island is Marcus & Millichap Real Estate Investment Brokerage Company of Connecticut

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is May 28, 1999 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2626 Hanover Street, Palo Alto, CA 94304

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)

Rhode Island at that address is CT Corporation System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Real estate investment brokerage

FILED

JUN 18 1999

CC# 225389

8. The names and respective addresses of the directors and officers are: Addendum Byttached

Name	Address
Director <u>George M. Marcus</u>	<u>2626 Hanover Street, Palo Alto, CA 94304</u>
Director <u>William A. Millichap</u>	<u>2626 Hanover Street, Palo Alto, CA 94304</u>
President <u>William A. Millichap</u>	<u>2626 Hanover Street, Palo Alto, CA 94304</u>
Exec. Vice President <u>Harvey E. Green</u>	<u>16501 Ventura Blvd., Suite 103, Encino, CA 91436</u>
Secretary <u>Randall I. Barkan</u>	<u>2626 Hanover Street, Palo Alto, CA 94304</u>
Treasurer <u>Donald A. Lorenz</u>	<u>2626 Hanover Street, Palo Alto, CA 94304</u>

RI APPLICATION FOR CERTIFICATE OF AUTHORITY
MARCUS & MILLICHAP REAL ESTATE INVESTMENT BROKERAGE
COMPANY OF CONNECTICUT
ATTACHMENT

8. DIRECTORS AND OFFICERS: (cont.)

Director:	Harvey E. Green	16501 Ventura Boulevard, Suite 103, Encino, CA 91436
Director:	Randall I. Barkan	2626 Hanover Street, Palo Alto, CA 94304
Sr. Vice President	Randall I. Barkan	2626 Hanover Street, Palo Alto, CA 94304
Sr. Vice President	Donald A. Lorenz	2626 Hanover Street, Palo Alto, CA 94304
Sr. Vice President	Mitchell R. LaBar	2200 Fletcher Avenue, 3 rd FL, Fort Lee, NJ 07024
Asst. Secretary/ Designated Broker	Steve B. Witten	250 E. Main Street, Branford, CT 06405
Asst. Secretary	Bob Alden	2626 Hanover Street, Palo Alto, CA 94304
Asst. Secretary	William C. Dewlaney	2626 Hanover Street, Palo Alto, CA 94304

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000,000	Common		No par value

10. The aggregate number of its issued shares, itemized by classes, par value shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
75,000	Common		No par value

11. An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located 0%; and an estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 0%.

12. An estimate of the value of all property to be owned by it for the following year, wherever located is \$ 0

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 2,000,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 0

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 10, 19 99

Marcus & Millichap Real Estate Investment Brokerage Company of Connecticut
(Exact Corporate Name of Corporation Making Application)

By [Signature]
 President or Vice President (check one)

AND
By [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

In PAUL ALTO, on this 10th day of JUNE, 19 99, personally appeared before me RANDALL I BARRAN, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



[Signature]
Notary Public
My Commission Expires: June 5, 2002