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**Florida Department of State
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From:
 Account Name : CORPORATION SERVICE COMPANY
 Account Number : I20000000195
 Phone : (850)521-1000
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

FIRST INDUSTRIAL PENNSYLVANIA CORPORATION

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J. Shivers APR 20 2006

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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. First Industrial Pennsylvania Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland 3. 36-4000028
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 22, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 311 South Wacker Drive, Suite 4000, Chicago, Illinois 60606
(Principal office address)

311 South Wacker Drive, Suite 4000, Chicago, Illinois 60606
(Current mailing address)

8. General Partner of First Industrial Pennsylvania, L.P., which is qualifying to do business in FL
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

By: [Signature]
Corporation Service Company
(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.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael W. Brennan

Address: 311 South Wacker Drive, Suite 4000, Chicago, IL 60606

Director: _____

Address: _____

B. OFFICERS

President: Michael W. Brennan

Address: 311 South Wacker Drive, Suite 4000, Chicago, IL 60606

Vice President: _____

Address: _____

Secretary: John Clayton

Address: 311 South Wacker Drive, Suite 4000, Chicago, IL 60606

Treasurer: Scott A. Musil

Address: 311 South Wacker Drive, Suite 4000, Chicago, IL 60606

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. John Clayton, Secretary
(Typed or printed name and capacity of person signing application)

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**First Industrial Pennsylvania, L.P.
311 South Wacker Drive, Suite 4000
Chicago, Illinois 60606**

April 18, 2006

Ladies and Gentlemen:

This letter is to serve as a "Letter of Affiliation" with regard to First Industrial Pennsylvania, L.P., a Delaware limited partnership, qualifying to do business in the State of Florida. Please be advised that First Industrial Pennsylvania Corporation, a Maryland corporation, is the sole general partner First Industrial Pennsylvania, L.P. Therefore, First Industrial Pennsylvania, L.P. and First Industrial Pennsylvania Corporation are affiliated with one another.

FIRST INDUSTRIAL PENNSYLVANIA, L.P.

By: First Industrial Pennsylvania Corporation

By:



John Clayton, Secretary

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STATE OF MARYLAND
Department of Assessments and Taxation

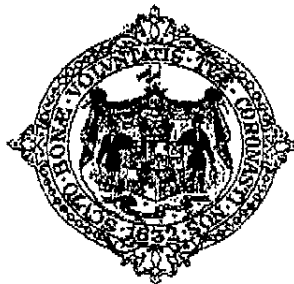
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FIRST INDUSTRIAL PENNSYLVANIA CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 19, 2006.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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