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FILED
01 JUN 27 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 189673 4304394
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$96.25

ORDER DATE : June ²⁷ 18, 2001
ORDER TIME : 10:16 AM
ORDER NO. : 189673-070
CUSTOMER NO: 4304394

148.75

400004447944--0

CUSTOMER: Mr. Darryl Spivey
Mayer, Brown & Platt
190 South La Salle St.
39th Floor
Chicago, IL 60603

2019 UUU38822

FOREIGN FILINGS

NAME: PROLOGIS SECOND U.S.
PROPERTIES LP

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 27 PM 12:18
NOT RETURNED
TO AGENCY OF FILING
SUFFICIENCY

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING **BK**

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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1. PROLOGIS SECOND U.S. PROPERTIES LP
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Delaware 4. June 7, 2001
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
Corporation Service Company **Laura R. Dunlap**
By: Laura R. Dunlap **as its agent**
(Agent must sign on this line)

8. 14100 East 35th Place Aurora, CO 80011

(Address of registered office required in state of formation or, if not required, address-of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

ProLogis Second GP LLC, 14100 East 35th Place, Aurora, CO 80011

MO. 66001395

10. 14100 East 35th Place Aurora, CO 80011
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. 14100 East 35th Place, Aurora, CO 80011

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 15th day of June, 2001

* Edward S. Nekritz
General Partner

STATE OF Illinois

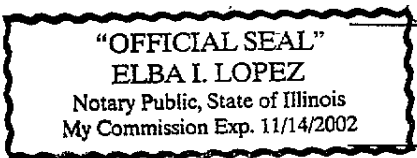
COUNTY OF Cook

On this 15th day of June, 2001

Edward S. Nekritz personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



Elba I. Lopez
(Notary Public Signature)

Elba I. Lopez
(Notary's Printed Name)

Seal My Commission Expires: 11/14/2002

* BY: Edward S. Nekritz, Senior V.P. of ProLogis Trust,
sole member of ProLogis Second GP LLC,
GENERAL PARTNER of ProLogis Second U.S. Properties LP

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

*Edward S. Nekritz, Senior V.P. OF
BEFORE ME the undersigned personally appeared ProLogis Trust, sole member of
a general partner of ProLogis Second GP LLC
ProLogis Second U.S. Properties LP a(an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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1. The amount of capital contributions of the limited partners is \$ 1,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$ 30.00

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 15th day of JUNE, 2001

* Edw S. May
General Partner

STATE OF Illinois

COUNTY OF Cook

On this 15th day of June, 2001

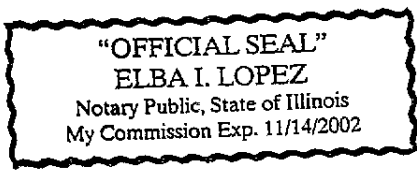
Edward S. Nekritz personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Elba I. Lopez
(Notary Public Signature)

Elba I. Lopez
(Notary's Printed Name)



Seal

My Commission Expires: 11/14/2002