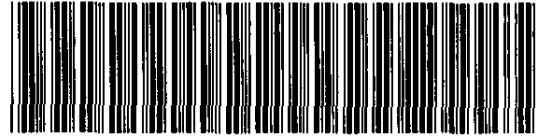


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CLERK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 952606 7143029

AUTHORIZATION :

COST LIMIT : \$752.50

*[Handwritten signature]*

ORDER DATE : January 7, 2014

ORDER TIME : 9:45 AM

ORDER NO. : 952606-010

CUSTOMER NO: 7143029

FOREIGN FILINGS

NAME: PROLOGIS INSTITUTIONAL  
ALLIANCE FUND 2, L.P.

       CORPORATE  
XX        LIMITED PARTNERSHIP  
       LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# PP22

EXAMINER: \_\_\_\_\_

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TALLAHASSEE FLORIDA

**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Prologis Institutional Alliance Fund 2, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 5/6/2004

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Prologis USLV Operating Partnership, L.P.

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*

*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

N/A

\_\_\_\_\_  
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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

N/A

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

N/A

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

The entity elects to be a limited liability limited partnership.

The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: Upon Filing

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Michael T. Blair, Managing Director and Assistant Secretary of Prologis, Inc., the general partner of Prologis, L.P., the general partner of Prologis USLV Operating Partnership, L.P.

Filing Fee: \$52.50  
Certified Copy (optional): \$52.50  
Certificate of Status (optional): \$8.75

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PROLOGIS INSTITUTIONAL ALLIANCE FUND 2, L.P.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PROLOGIS USLV OPERATING PARTNERSHIP, L.P.", THE SIXTH DAY OF JANUARY, A.D. 2014, AT 12:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED PARTNERSHIP IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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2014 JAN - 8 AM 10: 01  
STATE OF DELAWARE  
TALLAHASSEE FLORIDA

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140020503

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1040750

DATE: 01-08-14