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Florida Department of State  
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04 JUN 30 PM 3:24  
DIVISION OF CORPORATION

**FOREIGN LIMITED PARTNERSHIP**

**PROLOGIS NORTH CAROLINA LIMITED PARTNERSHIP**

FILED  
04 JUN 29 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Status	1
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Page Count	<b>45</b>
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\* This was originally faxed yesterday, confirmation page is lost. Spoke to Beck Kohr & was told to re-fax, however, we need it to be effective as of 6/29/04.  
+HONES  
6-2004

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

1. ProLogis North Carolina Limited Partnership (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 (State of Formation) 4. March 29, 1994 (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 (City), Florida 32302 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Deborah D. Skippes, Asst. V. Pres. (Agent must sign on this line)

8. 14100 E. 35th Place, Aurora, CO 80011-1618 (Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: ProLogis-North Carolina (1) Incorporated, 14100 E. 35th Place, Aurora, CO 80011-1618. Includes handwritten 'FD4-3710' and vertical stamp 'SECRETARY OF STATE TALLAHASSEE, FLORIDA'.

10. c/o Tax Department, 14100 E. 35th Place, Aurora, CO 80011-1618 (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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. c/o Tax Department, 14100 E. 35th Place, Aurora, CO 80011-1618

(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 25th day of June, 2004

*Stephen K. Schutte*  
Stephen K. Schutte, Vice President of ProLogis-North Carolina (1) Incorporated,  
General Partner

STATE OF COLORADO

COUNTY OF ADAMS

On this 25th day of June, 2004

Stephen K. Schutte, personally appeared before me,

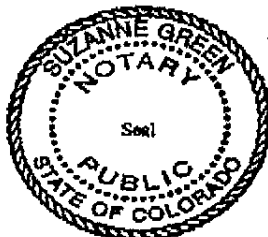
who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

*Suzanne Green*  
(Notary Public Signature)

Suzanne Green  
(Notary's Printed Name)

My Commission Expires: 08/07/2005



My Commission Expires 02/07/2006

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Stephen K. Schutte, VP of ProLogis-North Carolina (1) Incorporated a general partner of ProLogis North Carolina Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 153,000,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,462,881.

*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 25th day of June, 2004.

Stephen K. Schutte, Vice President of ProLogis-North Carolina (1) Incorporated, General Partner

STATE OF COLORADO

COUNTY OF ADAMS

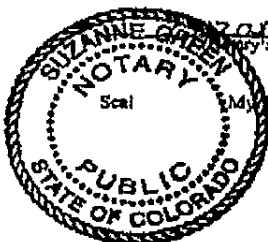
On this 25th day of June, 2004

Stephen K. Schutte, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

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(Notary Public Signature)



Suzanne Green  
(Notary's Printed Name)  
My Commission Expires: 02/07/2005

My Commission Expires 02/07/2005

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