



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 087952 4332255
AUTHORIZATION : *Patricia Pizots*
COST LIMIT : \$ 1890.00

FILED
04 DEC 28 PM 5:11
TALLAHASSEE FLORIDA
SUCCESSION STATE

ORDER DATE : December 15, 2004
ORDER TIME : 1:23 PM
ORDER NO. : 087952-005
CUSTOMER NO: 4332255
CUSTOMER: Pamela Glover
Morrison & Foerster
755 Page Mill Road
Palo Alto, CA 94304

FOREIGN FILINGS

NAME: AMB-AMS OPERATING PARTNERSHIP
LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX TWO (2) CERTIFIED COPIES

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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

04 DEC 28 PM 5:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AMB-AMS Operating Partnership, L.P.
(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.")

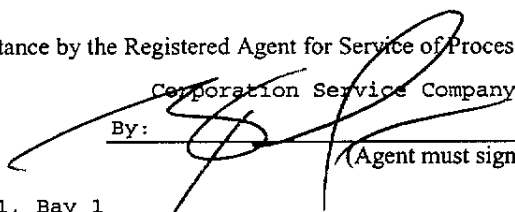
3. Delaware 4. May 6, 2004
(State of Formation) (Date of Formation)

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:

By:  Corporation Service Company **Brian Courtney**
Asst. V. Pres.
(Agent must sign on this line)

8. Pier 1, Bay 1
San Francisco, CA 94111
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>AMB Property, L.P.</u>	<u>Pier 1, Bay 1, San Francisco, CA 94111</u>
<u>49700000636</u>	

10. Pier 1, Bay 1 San Francisco, CA 94111
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. Pier 1, Bay 1

San Francisco, CA 94111

(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 24th day of December, 2004

[Handwritten Signature]
General Partner

STATE OF California (SEE ATTACHMENT)

COUNTY OF San Francisco

On this 24th day of December, 2004

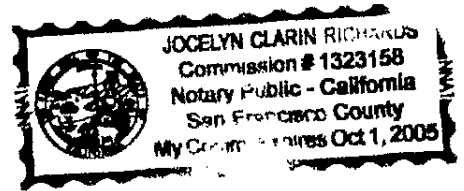
Gayle P. Starr, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Handwritten Signature]
(Notary Public Signature)

Jocelyn Clarin Richards
(Notary's Printed Name)



Seal

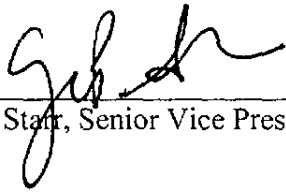
My Commission Expires: October 1, 2005

AMB-AMS OPERATING PARTNERSHIP, L.P.

By: AMB Property, L.P.
its General Partner

By: AMB Property Corporation
its General Partner

By:



Gayle P. Starr, Senior Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Gayle P. Starr in her capacity as Senior Vice President of Capital Markets of AMB Property Corporation, in its capacity as general partner of AMB Property, L.P., in its capacity as general partner of AMB-AMS Operating Partnership, L.P., certifies as follows:

1. The amount of capital contributions of the limited partnership is \$43,037,997.11.
2. The anticipated amount of the capital contribution of the limited partners that are allocated for the purposes of transacting business in Florida is \$7,575,000.

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 are true and correct.

Signed this 24th day of December, 2004.



General Partner

(SEE ATTACHMENT)

STATE OF California


COUNTY OF San Francisco

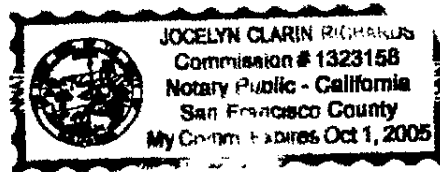
On this day 24th day of December, 2004

Gayle P. Starr, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____


(Notary Public Signature)
Jocelyn Clarin Richards
(Notary's Printed Name)



Seal

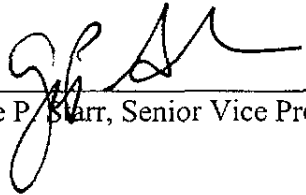
My Commissions Expires:

October 1, 2005

AMB-AMS OPERATING PARTNERSHIP, L.P.

By: AMB Property, L.P.
its General Partner

By: AMB Property Corporation
its General Partner

By: 

Gayle P. Starr, Senior Vice President