

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

B94000000433

RECEIVED

ACCOUNT NO. : 072100000032

REFERENCE : 798737

AUTHORIZATION :

COST LIMIT : \$ 52.50

98 OCT 15 PM 1:09

DIVISION OF CORPORATION

Patricia Pigut

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 4:30

ORDER DATE : April 28, 1998

ORDER TIME : 12:36 PM

ORDER NO. : 798737-645

CUSTOMER NO: 7143029

CUSTOMER: Ms. Leana Robertson
Security Capital Industrial
14100 East 35th Place

Aurora, CO 80011

600002664626-19

FOREIGN FILINGS

NAME: SCI LIMITED PARTNERSHIP III

XX PROFIT
 NON-PROFIT

 CORPORATE
XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 4:30

12/30/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 24, 1998

JEANINE REYNOLDS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SCI LIMITED PARTNERSHIP - III
Ref. Number: B94000000433

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 4:30

We have received your document for SCI LIMITED PARTNERSHIP - III and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

As discussed, our records show that the general partner of SCI LIMITED PARTNERSHIP is "SECURITY CAPITAL INDUSTRIAL TRUST." But this AMENDMENT still identifies the general partner as "PROLOGIS TRUST."

It would seem to me that either the general partner has been changed, or the general partner has changed its name.

If the general partner has changed, that would require an AMENDMENT to the limited partnership filing.

If SECURITY CAPITAL INDUSTRIAL TRUST has changed its name to PROLOGIS TRUST, then an AMENDMENT would have to be filed on the registration of the trust in Florida.

I am attaching a printout showing the limited partnership and the Florida registration of SECURITY CAPITAL INDUSTRIAL TRUST.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00056266

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 11:10



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 16, 1998

JEANINE REYNOLDS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SCI LIMITED PARTNERSHIP - III
Ref. Number: B94000000433

We have received your document for SCI LIMITED PARTNERSHIP - III and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

This AMENDMENT refers to the general partner being PROLOGIS TRUST.

Our system shows that the general partner is SECURITY CAPITAL INDUSTRIAL TRUST.

Has this changed its name to "PROLOGIS TRUST"? If so, you will have to file an AMENDMENT on the trust's registration in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00051249

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 4:31

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DIVISION OF CORPORATIONS
98 DEC 30 PM 4:30

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

SCI LIMITED PARTNERSHIP III

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The name of the foreign limited partnership is

PROLOGIS LIMITED PARTNERSHIP III

ProLogis Limited Partnership III
By: ProLogis Trust, General Partner

By:

David B. Daniel
(Signature of a General Partner)

David B. Daniel, Vice President

(Typed or printed name of General Partner signing above)

STATE OF COLORADO

COUNTY OF ADAMS

On this 28th day of July, 19 98
personally appeared before me, **David B. Daniel**



who is personally known to me



whose identity I proved on the basis of _____

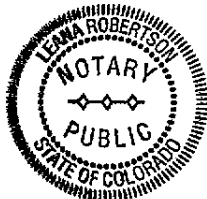
Leana Robertson

(Notary Public Signature)

Leana Robertson

(Notary's Printed Name)

Seal



MY COMMISSION EXPIRES:
FEBRUARY 9, 2002

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 5:12

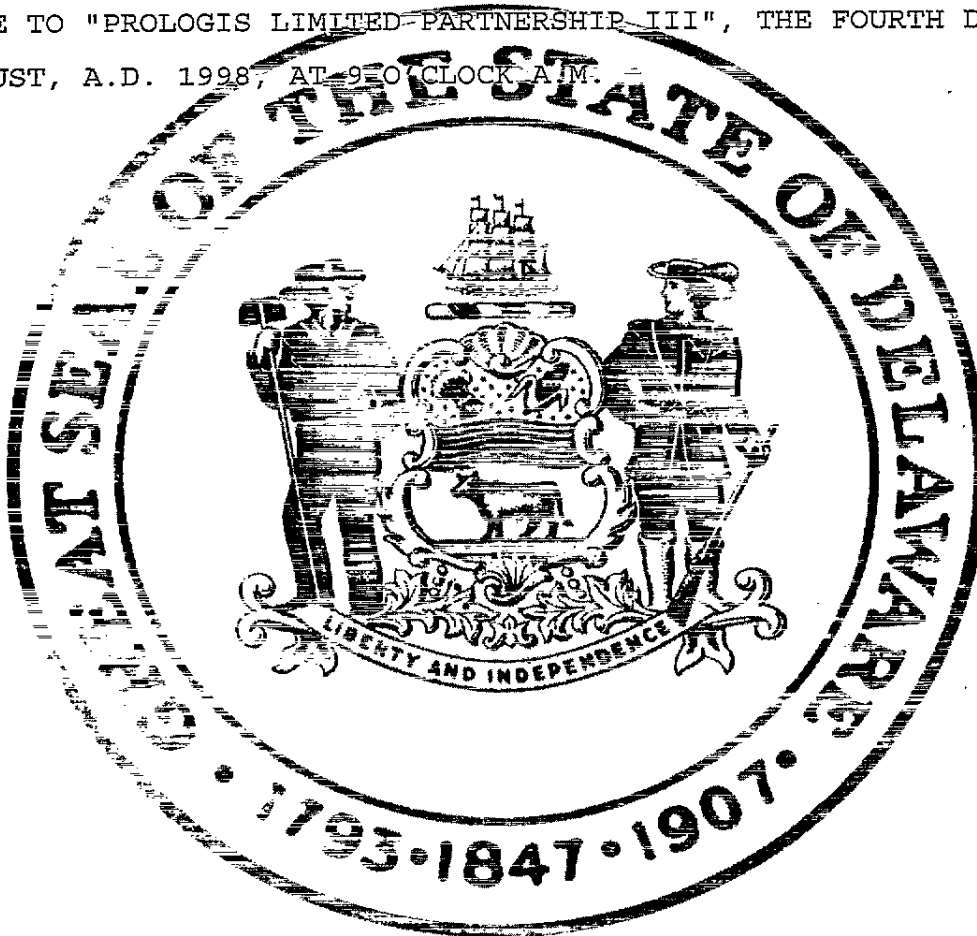
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DIVISION OF CORPORATIONS
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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SCI LIMITED PARTNERSHIP-III", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PROLOGIS LIMITED PARTNERSHIP-III", THE FOURTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 10 50 AM '98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 4:30

2421784 8320

981393760



9349988
10-13-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: