**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
**1999**

FLORIDA DEPARTMENT OF STATE
**Sandra B. Mortham**
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 14 PM 1:15

**1.** Name of Limited Partnership

**1a.** DOCUMENT # B94000000433

~~SCI LIMITED PARTNERSHIP - III~~
PROLOGIS LIMITED PARTNERSHIP III

Mailing Address
7777 MARKET CENTER AVENUE
EL PASO TX 79912

Principal Office Address
14100 E 35TH PLACE
AURORA CO 80011

GQ-AR CM

**2.** Mailing Address
Suite, Apt. #, etc
City & State
Zip Country

**2a.** Principal Office Address
Suite, Apt. #, etc
City & State
Zip Country

**3.** Date Formed or Registered
10/26/1994

**3a.** Date of Last Report
02/18/1998

**4.** State or Country of Formation
DE

**5a.** Capital Contributions as Shown on Record
$38,000,000.00

**5b.** Amount of Capital Contributions in FLORIDA to date
5,897,240

**6.** FEI Number
74-2723979
☐ Applied For
☐ Not Applicable

**7.** Certificate of Status Desired ☐ $8.75 Additional Fee Required

**8.** Make One Payable to: Dept. of State (See fee schedule for fee information)

**9.** Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET, SUITE 105
TALLAHASSEE FL 32301

**10.** If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc
City FL Zip Code

**10a.** Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

| **11.** Name(s) of General Partner(s) | **11a.** Address of Each General Partner (Do NOT Use Post Office Box Numbers) | **11b.** City, State & Zip Code | **11c.** Registration Document Number |
|---|---|---|---|
| ~~SECURITY CAPITAL INDUSTRIAL~~ Prologis Trust | 14100 E. 35TH PLACE | AURORA CO 80011 | D94000000009 |

CR2E003 (8/98)

**Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.**

**12.** I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE Edward C. Lyons DATE 12/22/98

Typed or Printed Name of General Partner Signing Form Edward C. Lyons Daytime Telephone Number 915-877-2800