

Document Number

13980000000491

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

800003215398  
04/19/00 01088 015  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

CORPORATION(S) NAME

Industrial Property Fund II, L.P.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 19 AM 8:59

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Profit                         | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger          |
| <input type="checkbox"/> NonProfit                      |   |  |
| <input type="checkbox"/> Limited Liability Company      | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark            |
| <input type="checkbox"/> Foreign                        |   |  |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other           |
| <input type="checkbox"/> Reinstatement                  | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.  |
| <input type="checkbox"/> Limited Liability Partnership  | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy                 |   | <input type="checkbox"/> CUS             |
| <input type="checkbox"/> Call When Ready                | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30      |
| <input type="checkbox"/> Walk In                        | <input type="checkbox"/> Will Wait              | <input type="checkbox"/> Pick Up         |
| <input type="checkbox"/> Mail Out                       |   |  |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED  
THANK YOU  
LAURA EARNEST

RECEIVED

00 APR 19 PM 2:41

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

INDUSTRIAL PROPERTY FUND II, L.P.

(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The registration application is amended as follows: The general partner listed on line 9 of the application has withdrawn from the limited partnership. The name and address of the new general partner are as follows: IPF-GP II, LLC, Monarch Tower, 3424 Peachtree Road, N.E., Suite 1500, Atlanta, Georgia 30326.

IPF-GP II, LLC, General Partner

By: Industrial Properties America-GP, LLC, sole Member

By: IDI-GP, Inc., Managing Member

By: \_\_\_\_\_

(Signature of a General Partner)

**TIMOTHY J. GUNTER  
SECRETARY**

(Typed or printed name of General Partner signing above)

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 APR 19 AM 8:59

STATE OF GEORGIA

COUNTY OF FULTON

On this 3rd day of April, ~~19~~ 2000, Timothy J. Gunter  
personally appeared before me,

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

Charlotte Robinson  
(Notary Public Signature)

Charlotte Robinson  
(Notary's Printed Name)

Seal

My Commission Expires: 10-06-01