

2005 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# B98000000491

FILED
May 03, 2005
Secretary of State

Entity Name: INDUSTRIAL PROPERTY FUND II, L.P.

Current Principal Place of Business:

3424 PEACHTREE ROAD, N.E. , SUITE 1500
ATLANTA, GA 30326

New Principal Place of Business:

Current Mailing Address:

MONARCH TOWER
3424 PEACHTREE ROAD, N.E., SUITE 1500
ATLANTA, GA 30326

New Mailing Address:

FEI Number: 58-2404876 **FEI Number Applied For ()** **FEI Number Not Applicable ()** **Certificate of Status Desired ()**
In accordance with s. 607.193(2)(b), F.S., the limited partnership did not receive the prior notice.

Name and Address of Current Registered Agent:

Name and Address of New Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent

Date

Capital Contributions as Shown on record: 4,500,000.00

Amount of Capital Contributions in Florida to date: 2,159,468.00

GENERAL PARTNER INFORMATION:

ADDRESS CHANGES ONLY:

Document #: M99000001571
Name: IPF-GP II, LLC
Address: 3424 PEACHTREE ROAD, N.E., SUITE 1500
City-St-Zip: ATLANTA, GA 30326
Document #: M00000002156
Name: INDUSTRIAL PROPERTIES AMERICA, LLC
Address: 3424 PEACHTREE RD, NE STE 1500
City-St-Zip: ATLANTA, GA 30326

Address:
City-St-Zip:

Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE: IPF-GP II, LLC, DAVID BIRDWELL

GP

05/03/2005

Electronic Signature of Signing General Partner

Date