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LIMITED PARTNERSHIP AMENDMENT

CABOT INDUSTRIAL PROPERTIES, L.P.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 8, 2004

CABOT INDUSTRIAL PROPERTIES, L.P.
875 NORTH MICHIGAN AVENUE, 41ST FLOOR
CHICAGO, IL 60611-1901

SUBJECT: CABOT INDUSTRIAL PROPERTIES, L.P.
REF: B99000000061

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Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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

Cabot Industrial Properties, 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:

Withdraw Cabot Industrial Trust as General Partner
and
Admit Cabot Industrial Holdings, LLC ✓ *MD4-86*
875 North Michigan Avenue, 41st Floor
Chicago, IL 60611-1901 as General Partner

Susan E. McClintock
(Signature of a General Partner)

Susan E. McClintock, Secretary

(Typed or printed name of General Partner signing above)

STATE OF Illinois

COUNTY OF Cook

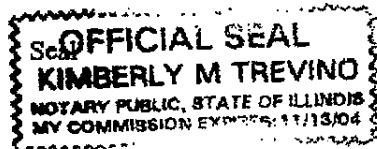
On this 7th day of January, 2004, Susan E. McClintock personally
appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

Kimberly M. Trevino
(Notary Public Signature)

Kimberly M. Trevino

(Notary's Printed Name)



My Commission Expires: 11/13/04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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