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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

900003215399-2
-04/19/00-01088-016
*****52.50 *****52.50

Industrial Property Fund III, L.P.

00 APR 19 AM 8:49

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

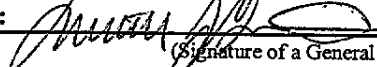
INDUSTRIAL PROPERTY FUND III, L.P.

(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The registration application is amended as follows: The general partner listed on line 9 of the application has withdrawn from the limited partnership.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 III, LLC, Monarch Tower, 3424 Peachtree Road, N.E., Suite 1500, Atlanta, Georgia 30326.

IPF-GP III, 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)


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STATE OF GEORGIA

COUNTY OF FULTON

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

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


(Notary Public Signature)

Charlotte Robinson
(Notary's Printed Name)

Seal

My Commission Expires: 10-06-01