



THE UNITED STATES
CORPORATION
COMPANY

D94000000009

ACCOUNT NO. : 072100000032

REFERENCE : 798737 7143029

AUTHORIZATION

Patricia Pigut

COST LIMIT : \$ 35.00

ORDER DATE : April 28, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 798737-670

CUSTOMER NO: 7143029

CUSTOMER: Ms. Leana Robertson
Security Capital Industrial
14100 East 35th Place

Aurora, CO 80011

Amend to
Declaration of
Trust

700002726097--8

FOREIGN FILINGS

NAME: SECURITY CAPITAL INDUSTRIAL
TRUST

FILED
98 DEC 30 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

12/31/98

980
DIVISION

**AMENDMENT
OF
DECLARATION OF FOREIGN TRUST**

FILED
98 DEC 30 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Trust as it appears in the records of the Secretary of State of Florida is:

SECURITY CAPITAL INDUSTRIAL TRUST

SECOND: The Trust is organized under the laws of the State of Maryland.

THIRD: The Trust filed a Declaration of Trust in the State of Florida on April 29, 1994.

FOURTH: The name of the Trust has been changed to:

PROLOGIS TRUST

and the name set forth in Article First is relinquished. The change of name was effected under the laws of the State of Maryland on July 1, 1998.

Dated: December 23, 1998

PROLOGIS TRUST

By: *Edward S. Nekritz*
Edward S. Nekritz, Senior Vice President
and Assistant Secretary

STATE OF MARYLAND

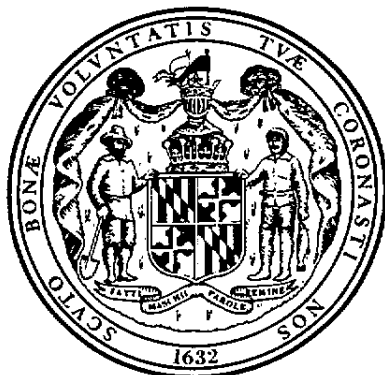
689910

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

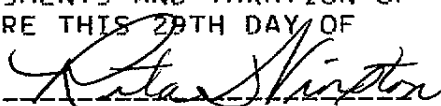
301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ACCORDING TO THE RECORDS OF THIS DEPARTMENT ARTICLES OF AMENDMENT OF SECURITY CAPITAL INDUSTRIAL TRUST CHANGING ITS NAME TO PROLOGIS TRUST WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON JULY 13, 1998.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 28TH DAY OF DECEMBER, 1998.


RITA WINSTON
CHARTER DIVISION