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TALLAHASSEE, FLORIDA

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coulllette APR 02 2004



9443 7143029
Patricia Pajaro
25 00

CUSTOMER: Ms Janice Luttrull
Prologis
14100 East 35th Place
Aurora, CO 80011

EXAMINER:

2

FILED
04 APR - 2 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED DECLARATION OF TRUST
OF
PROLOGIS TRUST**

The undersigned, being the Secretary and an Assistant Secretary of ProLogis Trust, a Maryland real estate investment trust (the "Trust"), do hereby certify pursuant to the provisions of Article VI of the Articles of Amendment and Restatement of the Amended and Restated Declaration of Trust (the "Declaration of Trust") of the Trust filed with the Maryland Secretary of State on June 25, 1999, and in accordance with the applicable provisions of Maryland law:

1. That the Board of Trustees has adopted a resolution to amend the Declaration of Trust as hereinafter set forth and has declared that such amendment is advisable.
2. Pursuant to Article I, Section 1(d) of the Declaration of Trust, and pursuant to the Maryland General Corporation Law §§ 8-501(e)(2) and 2-605, the Board of Trustees may change the name of the Trust without Shareholder approval by at least a majority of the entire Board.
3. That the amendment has been approved by the Board of Trustees of the Trust by the affirmative vote of at least a majority of the Board entitled to notice of, and to vote at, the meeting of Board of Trustees held on May 22, 2002.

Therefore, the Declaration of Trust is hereby amended as follows:

Article 1, Section 1 is hereby amended by deleting the words "ProLogis Trust" appearing in the first sentence thereof and substituting the word "ProLogis", such amendment to be effective as of the 23rd day of May, 2002.

The undersigned Secretary and Assistant Secretary acknowledge this Certificate of Amendment to be the act of the Trust and further, as to all matters or facts required to be verified under oath, each acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the undersigned Secretary and Assistant Secretary of the Trust have hereunto set their hands effective as of the 22nd day of May, 2002.

Edward S. Nekritz
Edward S. Nekritz, Secretary

Stephen K. Schutte
Stephen K. Schutte, Assistant Secretary

NO. 6952 P. 2

MAY. 23. 2002 12:31PM

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 3-10-04
BY: [Signature] STATE DEPARTMENT OF ASSESSMENTS AND TAXATION, Custodian
This stamp replaces our previous certification system. Effective: 6/95

383-1311

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 4000 ^{7/A} BUSINESS CODE _____

* D03592838

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

Base Fee: 50

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

1 Certified Copies _____

Copy Fee: 8

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 128

Credit Card _____ Check X Cash _____

1 Documents on 2 Checks

Approved By: A-01

Keyed By: _____

COMMENT(S):

*Changed
per
MD Doc Ret.*

**CERTIFIED
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1000361987056722

ID N D03597838 ACK N 1000361987056722
LIBER: B00383 FOLIO: 1348 PAGES: 0002
PROLOGIS

05/23/2002 AT 04:33 P M O N 0000598733

New Name Prologis

X

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 604

Attention: _____

Mail to Address: _____

CUST ID: 00000000000000000000
WORK ORDER: 00000000000000000000
DATE: 05-24-2002 01:18 PM
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