

D940000000009

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07 FEB 15 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
S



February 13, 2007

Florida Department of State  
Division of Corporations-Corporate Filings  
Attn: Susan Payne  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: ProLogis Declaration of Trust Amendment

As per your instructions for updating the foreign qualification information on the Florida website for ProLogis, ID No. D9400000009, enclosed please find an Amendment of Declaration of Foreign Trust, updating the trustees of ProLogis and the principal address and mailing address.

I was originally told by a clerk at the Division of Corporations that I would need to file minutes that showed the change of trustees. After sending this information I received a letter stating that you do not file minutes. You had requested that I send a copy of that letter, which is enclosed.

Please send a file-stamped copy of the Amendment for our records and let me know if you have any questions or need any further information.

Regards,

Mark Jurgensen  
ProLogis-Corporate Paralegal  
Tel: 303-567-5653  
E-mail: mjurgens@prologis.com



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 23, 2007

PROLOGIS  
4545 AIRPORT WAY  
DENVER, CO 80209

SUBJECT: PROLOGIS  
Ref. Number: D94000000009

We have received your document for PROLOGIS and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Minutes are not filed with the Division of Corporations and should be kept with the records of the corporation.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 907A00005324

**AMENDMENT  
OF  
DECLARATION OF FOREIGN TRUST**

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

PROLOGIS

**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 Trustees of the Trust have changed to:

K. Dane Brooksher	4545 Airport Way, Denver, CO 80239
Stephen L. Feinberg	4545 Airport Way, Denver, CO 80239
George L. Fotiades	4545 Airport Way, Denver, CO 80239
Donald P. Jacobs	4545 Airport Way, Denver, CO 80239
Walter C. Rakowich	4545 Airport Way, Denver, CO 80239
Jeffrey H. Schwartz	4545 Airport Way, Denver, CO 80239
D. Michael Steuert	4545 Airport Way, Denver, CO 80239
J. André Teixeira	4545 Airport Way, Denver, CO 80239
William D. Zollars	4545 Airport Way, Denver, CO 80239
Andrea M. Zulberti	4545 Airport Way, Denver, CO 80239
Nelson C. Rising	4545 Airport Way, Denver, CO 80239
Christine N. Garvey	4545 Airport Way, Denver, CO 80239

**FIFTH:** The Principal Address and Mailing Address of the Trust have changed to:

ProLogis, Attn: Legal Department  
4545 Airport Way  
Denver, CO 80239

Dated: February 7, 2007

PROLOGIS

By: Edward S. Nekritz  
Name: Edward S. Nekritz  
Title: Managing Director and Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA