

FO1000003713

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : T20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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**DISSOLUTION OR WITHDRAWAL
DISTRIBUTION FUNDING II INC.**

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|-----------------------|---------|
| Certificate of Status | 0 |
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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**Distribution Funding II Inc.

(Name of Corporation)

F01000003713

(Document Number of Corporation (if known))

Delaware

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

c/o ProLogis 4545 Airport Way

(Mailing Address)

Denver, CO 80239

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Edward S. Nekritz

(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

February 21, 2005

(Date)

Edward S. Nekritz

(Typed or printed name of person signing)

Managing Director

(Title of person signing)

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