

JUN. 30. 2004

11:33PM

CORPORATION CO

NO. 339

P. 1

FD4000003710

Florida Department of State
Division of Corporations
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KBH
Account Name : CORPORATION SERVICE COMPANY
Account Number : 1200000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

file 2nd is

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FOREIGN PROFIT QUALIFICATION

PROLOGIS-NORTH CAROLINA (1) INCORPORATED

Certificate of Status	1
Certified Copy	0
Page Count	256
Estimated Charge	\$78.75

SEMI-ANNUAL STATE
TALLAHASSEE, FLORIDA

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* THIS was originally faxed yesterday, confirmation page is last. Spoke to Buck Kohr + was told to re fax, however, we need it to be effective as of 6/29/04. - thanks!

11-30-04

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CORPORATION SVC CO

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ProLogis-North Carolina (1) Incorporated

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland

(State or country under the law of which it is incorporated)

3. 74-2702403

(FBI number, if applicable)

4. March 25, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 14100 E. 35th Place, Aurora CO 80011-1618

(Principal office address)

14100 E. 35th Place, Aurora, CO 80011-1618

(Current mailing address)

8. Any lawful act or activity authorized under the laws of the State of Maryland.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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STATE
TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Stephen K. Schutte*

(Signature of Director or Officer listed in number 12 of the application)

14. Stephen K. Schutte, Vice President

(Typed or printed name and capacity of person signing application)

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CORPORATION SVC CO

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Rider to Application by ProLogis-North Carolina (1) Incorporated as a Foreign Corporation for Authorization to Transact Business in the State of Florida

Address for all Directors and Officers listed below is as follows:

14100 E. 35th Place
Aurora, CO 80011-1618

Directors:

K. Dane Brooksher

Officers:

K. Dane Brooksher
Irving P. Lyons III
Walter C. Rakowich
John W. Seiple, Jr.
Steven K. Meyer
John R. Rizzo
John W. Seiple, Jr.
Edward S. Nekritz
Larry H. Harmsen
Douglas A. Kiersey
W. Scott Lamson
Charles E. Sullivan
M. Gordon Kaiser, Jr.
Luke A. Lauds
Shari J. Jones
Andrea L. Karp
James "Charlie" Martin
Stephen K. Schutte
Scott W. Strine
Rondi J. Borno
Kathleen M. Meade
Beth A. Speak

Chairman & Chief Executive Officer
Vice Chairman & Chief Investment Officer
Managing Director & Chief Financial Officer
President & Chief Operating Officer - North America
Managing Director
Managing Director
Managing Director
Managing Director and Secretary
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President and Controller
Vice President
Vice President
Vice President and Assistant Secretary
Vice President
Assistant Secretary
Assistant Secretary
Assistant Secretary

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CORPORATION SVC CO

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STATE OF MARYLAND
Department of Assessments and Taxation

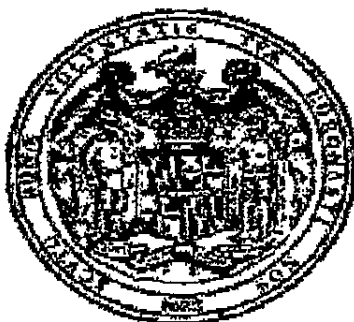
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT PROLOGIS-NORTH CAROLINA (1) INCORPORATED IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 28, 2004.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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