

2001 UNIFORM BUSINESS REPORT (UBR)

FILED
May 16, 2001 8:00 am
Secretary of State

05-16-2001 90395 003 ***150.00

DOCUMENT # F94000005566

1. Entity Name
PROLOGIS DEVELOPMENT SERVICES INCORPORATED

Principal Place of Business 14100 E 35TH PLACE AURORA CO 80011 US	Mailing Address 7777 MARKET CENTER AVENUE EL PASO TX 79912 US
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2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	3. Mailing Address 14100 E. 35th Place Suite, Apt. #, etc. c/o Katie Hardman City & State Aurora, CO 80011 Zip	Country	Country
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DO NOT WRITE IN THIS SPACE

4. FEI Number -74-2719602-	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required

6. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET, SUITE 105
 TALLAHASSEE FL 32301**

7. Name and Address of New Registered Agent
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so. <input type="checkbox"/>	FILE NOW!!! FEE IS \$150.00 After MAY 1, 2001 Fee will be \$550.00 Make Check Payable to Department of State	10. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>	\$5.00 May Be Added to Fees
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11. OFFICERS AND DIRECTORS		12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CP BROOKSHER, K DANE 14100 E 35TH PLACE AURORA CO <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WATTLES, THOMAS G 125 LINCOLN AVE SANTA FE NM 87501 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVP & Controller Luke A. Lands 7777 Market Center Avenue El Paso, TX 79912 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVPC- LONG, EDWARD F 7777 MARKET CENTER AVE EL PASO TX 79912 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVP & Secretary Edward S. Nekritz 14100 E. 35th Place Aurora, CO 80011 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS ROBERTSON, LEANA L 14100 E 35TH PL AURORA CO 80011 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	President & CIO Irving F. Lyons III 47775 Fremont Blvd. Fremont, CA 94538 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BLANKENSHIP, C RONALD 125 LINCOLN AVENUE SANTA FE NM <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Managing Director John R. Rizzo 14100 E. 35th Place Aurora, CO 80011 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D DRESSLER, DAVID C 2100 RIVEREDGE PKWY 9 FLOOR SANTA FE NM <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Managing Director John W. Seiple, Jr. 14100 E. 35th Place Aurora, CO 80011 <input type="checkbox"/> Change <input type="checkbox"/> Addition

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Edward S. Nekritz Edward S. Nekritz (303) 375-9292
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/00)

Attachment 8/4/98

2001 Uniform Business Report

Document # F94000005566

PROLOGIS DEVELOPMENT SERVICES INCORPORATED

*(Name changed from "SCI Development Services Incorporated"
7/1/98)*

State of Incorporation: Delaware
Date of Incorporation: August 23, 1994
FEIN: 74-2719062
Qualified in: Alabama, Arizona, California, Colorado,
Florida, Georgia, Illinois, Indiana, Kansas,
Kentucky, Maryland, Michigan, Missouri,
Nevada, New Mexico, North Carolina, Ohio,
Oklahoma, Oregon, Tennessee, Texas, Utah,
Virginia, Washington

Directors

Thomas G. Wattles 08/23/94
C. Ronald Blankenship 11/23/94

Officers

K. Dane Brooksher Chairman
Irving F. "Bud" Lyons, III President and Chief Investment Officer
John R. Rizzo Managing Director
John W. Seiple, Jr. Managing Director
Paul E. Szurek Managing Director
C. Robert Heaton Senior Vice President
Luke A. Lands Senior Vice President and Controller
Edward S. Nekritz Senior Vice President and Secretary
James D. Cochran First Vice President
and Assistant Secretary
Peter J. Nielsen First Vice President
Charles L. Curtis Vice President
Shari J. Jones Vice President
Scott W. Strine Vice President
Gerd A. Kessler Assistant Secretary
Jeffrey A. Klopf Assistant Secretary
Janice K. Luttrull Assistant Secretary
Lucinda G. Marker Assistant Secretary
Vincent L. Dodds Assistant Controller