

1201 HAYS STREET  
TAMPA, FL 33601  
4-2-96  
04-2-036 X

800-342-8086

**F9600000044**  
**CSC networks**  
PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 788861 3759B  
AUTHORIZATION : *Patricia Pyjuts*  
COST LIMIT : \$ 78.75

ORDER DATE : January 2, 1996  
ORDER TIME : 10:17 AM **600001675516**  
ORDER NO. : 788861  
CUSTOMER NO: 3759B

CUSTOMER: Carol Cox, Legal Assistant  
Morrison & Foerster  
345 California Street  
California Center  
San Francisco, CA 94105

*W96-38*

FOREIGN FILINGS

NAME: AMB INDUSTRIAL INCOME FUND,  
INC.

XX PROFIT XX CORPORATE  
       NON-PROFIT        LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

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DIVISION OF CORPORATION

*98/12*  
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SECRETARY OF CORPORATIONS  
96 JAN -2 PM 4: 23

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

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

1. AMB Industrial Income Fund, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland 3. 94-3198995  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 6, 1994 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o AMB Institutional Realty Advisors, Inc.  
505 Montgomery St., 5th Floor  
San Francisco, CA 94111  
(Current mailing address)
8. The corporation is formed for the purpose of carrying on  
any lawful business in Florida  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: CORPORATION SERVICE COMPANY  
Office Address: 1201 Hays St., Suite 105  
Tallahassee, 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.

Karen B. Rozar, as its agent

By: Karen B. Rozar  
(Registered agent's signature)

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 addresses of officers and directors

A. DIRECTORS

Chairman: See Attachment No. 1

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: See Attachment No. 1

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. S. Davis Carniglia, Secretary/Treasurer  
(Typed or printed name and capacity of person signing application)

**AMB Industrial Income Fund, Inc.**

**Attachment No. 1**

<b>Name</b>	<b>Title</b>	<b>Address</b>
T. Robert Burke	Director, Chairman of the Board	c/o AMB Institutional Realty Advisors, Inc. 505 Montgomery Street, Fifth Floor San Francisco, CA 94111
Hamid R. Moghadam	Director, President	c/o AMB Institutional Realty Advisors, Inc. 505 Montgomery Street, Fifth Floor San Francisco, CA 94111
Robert H. Edelstein	Director	c/o AMB Institutional Realty Advisors, Inc. 505 Montgomery Street, Fifth Floor San Francisco, CA 94111
Lynn M. Sedway	Director	c/o AMB Institutional Realty Advisors, Inc. 505 Montgomery Street, Fifth Floor San Francisco, CA 94111
Paul P. Shepherd	Director	c/o AMB Institutional Realty Advisors, Inc. 505 Montgomery Street, Fifth Floor San Francisco, CA 94111
S. Davis Carniglia	Secretary/Treasurer	c/o AMB Institutional Realty Advisors, Inc. 505 Montgomery Street, Fifth Floor San Francisco, CA 94111

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# STATE OF MARYLAND

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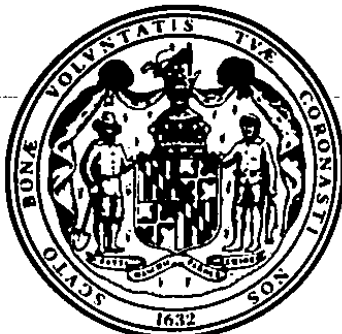
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, LEAH HAMM-CURRY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AMB INDUSTRIAL INCOME FUND, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID 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 THE STATE OF MARYLAND.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 29TH DAY OF DECEMBER, 1995.

*Leah Hamm-Curry*  
LEAH HAMM-CURRY  
OFFICE SUPERVISOR II