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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90138 043 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F97000004638**

1. Corporation Name
PROLOGIS MANAGEMENT INCORPORATED



Principal Place of Business
**14100 E 35TH PL
 AURORA CO 80011
 US**

Mailing Address
**7777 MARKET CENTER AVE
 ATTN TAX DEPT
 EL PASO TX 79912
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/04/1997

4. FEI Number
74-2820977

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COOD <input type="checkbox"/> DELETE	1.1 TITLE	C/COO/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROOKSHER, K DANE	1.2 NAME	Brooksher, K. Dane
STREET ADDRESS	14100 E. 35TH PLACE	1.3 STREET ADDRESS	14100 E. 35th Place
CITY-ST-ZIP	AURORA CO 80011	1.4 CITY-ST-ZIP	Aurora, CO 80011
TITLE	C D <input type="checkbox"/> DELETE	2.1 TITLE	C/CIO/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYONS, IRVING F	2.2 NAME	Lyons, III Irving F.
STREET ADDRESS	47775 FREMONT BLVD	2.3 STREET ADDRESS	47775 Fremont Blvd
CITY-ST-ZIP	FREMONT CA 94538	2.4 CITY-ST-ZIP	Fremont, CA 94538
TITLE	CD <input type="checkbox"/> DELETE	3.1 TITLE	M/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WATTLES, THOMAS G	3.2 NAME	Wattles, Thomas G.
STREET ADDRESS	125 LINCOLN AVE	3.3 STREET ADDRESS	125 Lincoln Avenue
CITY-ST-ZIP	SANTA FE NM 87501	3.4 CITY-ST-ZIP	Santa Fe, NM 87501
TITLE	MD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WATSON, ROBERT J	4.2 NAME	
STREET ADDRESS	14100 E. 35TH PLACE	4.3 STREET ADDRESS	
CITY-ST-ZIP	AURORA CO 80011	4.4 CITY-ST-ZIP	
TITLE	MD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHWARTZ, JEFFREY H	5.2 NAME	
STREET ADDRESS	14100 E. 35TH PLACE	5.3 STREET ADDRESS	
CITY-ST-ZIP	AURORA CO 80011	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	S/V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSON, NED K	6.2 NAME	Andersen, Ned K.
STREET ADDRESS	47775 FREMONT BOULEVARD	6.3 STREET ADDRESS	47775 Fremont Blvd.
CITY-ST-ZIP	FREMONT CA 94538	6.4 CITY-ST-ZIP	Fremont, CA 94538

14. 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 annual report or supplemental annual 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 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Ned K. Andersen

4/22/99

Date

915-877-0157

Daytime Phone #

CR2E034 (11/98)

11/98/03

ProLogis Management Incorporated
Florida Profit Corporation Annual Report
List of Officers & Directors

Doc #: F97000004638
FEIN: 74-2820977

401282-90138-43

<u>Titles</u>	<u>Name</u>	<u>Address</u>
M	Seiple Jr., John W.	14100 E. 35th Place Aurora, CO 80011
Senior V	Keiser Jr., M. Gordon	14100 E. 35th Place Aurora, CO 80011
Senior V	Johnson, Kent W.	14100 E. 35th Place Aurora, CO 80011
Senior V	Congleton, Paul C.	2791 Peterson Place Norcross, GA 30071
Senior V	Rizzo, John R.	156 High Street Exeter, NH 03833
Senior V	Meyer, Steven K.	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
Senior V	Von Weiler, Robin	Capronilaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
V	Alter, Robert O.	2791 Peterson Place Norcross, GA 30071
Vice President	Anderson, Gary E.	402 West Broadway, Suite 400 San Diego, CA 92101
V	Angel, Bert W. F.	Capronilaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
V	Arnold, Gregory J.	One Capital Drive, Suite 103 Cranbury, NJ 08512
V	Barthel, Steven E.	One Capital Drive, Suite 103 Cranbury, NJ 08512
V	Bauer, Gregory A.	2791 Peterson Place Norcross, GA 30071
V	Billings, Claude A.	14100 E. 35th Place Aurora, CO 80011
V	Boudwin, Leslie R.	16300 Christensen Road, Suite 225 Seattle, WA 98188
V	Brewer, Patrick D.	3453 IH-35 North, Suite 109 San Antonio, TX 78219

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V	Brown, Eric D.	3453 IH-35 North, Suite 109 San Antonio, TX 78219
V	Cashman, Mark R.	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
V	Cavaliere, Pamela P.	207 D. Kelsey Lane Tampa, FL 33619
V	Bennett, Lisa C.	14100 E. 35th Place Aurora, CO 80011
V	Clinton, John M.	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
V	Cloud, Stephen M.	5200 Eisenhower Ave, Suite 200 Alexandria, VA 22304
V	Cochran, James D.	14100 E. 35th Place Aurora, CO 80011
V	Curless, Michael S.	8102 Zionsville Road Indianapolis, IN 46268
V	Daniel, David B.	14100 E. 35th Place Aurora, CO 80011
V	Degner, Mark H.	14100 E. 35th Place Aurora, CO 80011
V	DeLong, Gregory S.	47775 Fremont Blvd Fremont, CA 94538
V	Ditz, David A.	14100 E. 35th Place Aurora, CO 80011
V	Fallon, Frank H.	2791 Peterson Place Norcross, GA 30071
V	Fuller, Kurt R.	47775 Fremont Blvd Fremont, CA 94538
V	Griffith, Jane E.	47775 Fremont Boulevard Fremont, CA 94538
V	Hanson, John R.	47775 Fremont Boulevard Fremont, CA 94538
V	Harmsen, Larry H.	3621 S. Harbor Blvd., Suite 110 Santa Ana, CA 92704

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V	Harrier, Donald L.	47775 Fremont Boulevard Fremont, CA 94538
V	Jachetta, James J.	3621 S. Harbor Blvd., Suite 110 Santa Ana, CA 92704
V	Jones, Michael J.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Jones, Shari J.	7777 Market Center Avenue El Paso, TX 79912
V	Kelly, David C.	4710 T Interstate Drive Cincinnati, OH 45246
V	Kiersey Jr., Douglas A.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Klotz, Wayne P.	5200 Eisenhower Ave, Suite 200 Alexandria, VA 22304
V	Kritt, Robert A.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Lamson, W. Scott	47775 Fremont Boulevard Fremont, CA 94538
V	Lands, Luke A.	7777 Market Center Avenue El Paso, TX 79912
V/T	Long, Edward F.	7777 Market Center Avenue El Paso, TX 79912
V	Lyon, Jamie S.	Capronilaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
V	Manley, Christopher R.	4140 E. Raines Road Memphis, TN 38118
V	Majors, David A.	7777 Market Center Avenue El Paso, TX 79912
V	Marsh, Brian N.	3765 Interchange Road Columbus, OH 43204
V	McRight, Debra A.	14100 E. 35th Place Aurora, CO 80011

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V	Morze, David S.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Nachamkin, Michael	One Capital Drive, Suite 103 Cranbury, NJ 08512
V	Napolitano, August J.	3621 S. Harbor Blvd, Ste 110 Santa Ana, CA 92704
V	Nass III, James R.	100 Division Street, Suite 101 Bensenville, IL 60106
Senior V/Assistant S	Nekritz, Edward S.	14100 E. 35th Place Aurora, CO 80011
V	Nielsen, Peter J.	14100 E. 35th Place Aurora, CO 80011
V	Petsas, William D.	4575 E. Elwood Street, Suite 100 Phoenix, AZ 85040
V	Picchiotti, John R.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Portes, Charles A.	Capronilaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
V	Remstedt, Betty J.	47775 Fremont Boulevard Fremont, CA 94538
V	Ruen Jr., Michael J.	14100 E. 35th Place Aurora, CO 80011
V	Schrank, Michael H.	14100 E. 35th Place Aurora, CO 80011
V	Schreiner, Calvin R.	14100 E. 35th Place Aurora, CO 80011
V	Spaulding, Steven O.	3555 W. Reno Avenue, Suite F Las Vegas, NV 89118
V	Strine, W. Scott	14100 E. 35th Place Aurora, CO 80011
V	Sullivan, Charles E.	Parque Industrial Monterrey Carreterra Miguel Aleman Km. 20.5 Apodaca, Nuevo Leon 66600 Mexico