

2001 UNIFORM BUSINESS REPORT (UBR)

FILED
Jun 27, 2001 8:00 am
Secretary of State

06-27-2001 90004 025 ***150.00

DOCUMENT # F97000004638

1. Entity 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 -KATIE HARDMAN EL PASO TX 79912 US
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772576



DO NOT WRITE IN THIS SPACE

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-Tax Dept. Aurora, CO 80011 Zip Country
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4. FEI Number 74-2820977	Applied For <input type="checkbox"/> Not Applicable
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5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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6. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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.
 (See criteria on back)

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. **\$5.00** May Be Added to Fees

11. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DCOO BROOKSHER, K DANE 14100 E. 35TH PLACE AURORA CO 80011 <input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCIO LYONS, IRVING F 47775 FREMONT BLVD FREMONT CA 94538 <input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COO WATSON, ROBERT J CAPRONILAAN 25-27- NP SCHIPHOL-RIJK AMSTERDAM, NETHERLANDS 1119 <input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP SCHWARTZ, JEFFREY H CAPRONILAAN 25-27- NP SCHIPHOL-RIJK AMSTERDAM, NETHERLANDS 1119 <input checked="" type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MD ANDERSON, NED K 47775 FREMONT BOULEVARD FREMONT CA 94538 <input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete

12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Managing Director Walter G. Rakowich 14100 E. 35th Place Aurora, CO 80011 <input type="checkbox"/> Change <input checked="" 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 #

CR2E04 (10/00)

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PROLOGIS MANAGEMENT INCORPORATED
*(Name changed from "Security Capital Industrial Management Incorporated"
7/1/98)*

9/9/97 SCI Client Services Incorporated and Security Capital Industrial Incorporated merged into Security Capital Industrial Management Incorporated; name changed to SCI Client Services Incorporated.

11/5/97 Name changed to Security Capital Industrial Management Incorporated.

State of Incorporation: Delaware
Date of Incorporation: March 17, 1997
FEIN: 74-2820977

OFFICER/DIRECTORS	TITLE	ADDRESS
K. Dane Brookshier	CI/CEO	14100 E 35 TH AVENUE AURORA, CO 80011
Irving F. Lyons, III	PI/CIO	47775 FREMONT BLVD FREMONT, CA 94538
Walter C. Rakowich	MD/CFO	14100 E. 35 TH AVENUE AURORA, CO 80011
Ned K. Anderson	MD	47775 FREMONT BLVD FREMONT, CA 94538
Paul C. Congleton	MD	14100 E 35 TH AVENUE AURORA, CO 80011
Tim M. Harvie	MD/CTO	14100 E 35 TH AVENUE AURORA, CO 80011
Steven K. Meyer	MD	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
John R. Rizzo	MD	7777 Market Center El Paso, TX 79912-8412
John W. Seiple, Jr.	MD/COO—North America	14100 E 35 TH AVENUE AURORA, CO 80011
Robin P. von Weiler	MD	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
Robert J. Watson	MD ; COO/CIO—Europe	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
Ronald Hahn	SVP	93614 Aulnay sous Bois Cedex Paris, France
Frank H. Fallon	SVP	2791 Peterson Place Norcross, GA 30071
M. Gordon Keiser	SVPT	14100 E 35 TH AVENUE AURORA, CO 80011
Luke A. Lands	SVP/C	7777 Market Center

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11/5/97 **Name changed to Security Capital Industrial Management Incorporated.**

State of Incorporation: Delaware
Date of Incorporation: March 17, 1997
FEIN: 74-2820977

Debra A. McRight	SVP	El Paso, TX 79912-8412 14100 E 35 TH AVENUE AURORA, CO 80011
David S. Morze	SVP	100 Division Street, Suite 101 Bensenville, IL 60106
Edward S. Nekritz	SVP/S	14100 E 35 TH AVENUE AURORA, CO 80011
Gary E. Anderson	FVP; VP	One Capital Drive, Suite 103 Cranbury, NJ 08512
Bert W.F. Angel	FVP	Neth
Gregory J. Arnold	FVP	One Capital Drive, Suite 103 Cranbury, NJ 08512
Claude A. Billings	FVP	14100 E 35 TH AVENUE AURORA, CO 80011
Mark R. Cashman	FVP	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
James D. Cochran	FVP	14100 E 35 TH Ave Aurora, CO 80011
Larry H. Harmsen	FVP	3621 S. Harbor Blvd. Suite 200 Santa Ana, CA 92704
Douglas A. Kiersey, Jr.	FVP	100 Division Street, Suite 101 Bensenville, IL 60106
Robert A. Kritt	FVP	100 Division Street, Suite 101 Bensenville, IL 60106
W. Scott Lamson	FVP	47775 Fremont Blvd. Fremont, CA 94538
Hans van Luijken	FVP	Ul.Szyszkowa 20 Warsaw, Poland 02-285
James S. Lyon	FVP	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands

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Peter J. Nielsen	FVP	14100 E 35 TH AVENUE AURORA, CO 80011
Charles A. de Portes	FVP	93614 Aulnay sous Bois Cedex Paris, France
Charles E. Sullivan	FVP	207D Kelsey Lane Tampa, FL 33619
David L. Welch	FVP	2791 Peterson Place Norcross, GA 30071
William R. Wendt	FVP	Aus
James E. White	FVP	4710T Interstate Drive Cincinnati, OH 45246
Scott Alexander	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Timothy J. Bahr	VP	2217 Distubution Center Drive Suite C Charlotte, NC 28269
Gregory A. Bauer	VP	2791 Peterson Place Norcross, GA 30071
Lisa C. Bennett	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Dwain T. Berry	VP	47775 FREMONT BLVD FREMONT, CA 94538
Susan L. Bird	VP	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
Eric D. Brown	VP	3621 S. Harbor Blvd. Suite 200 Santa Ana, CA 92704
Dennis P. Bunting	VP	2791 Peterson Place Norcross, GA 30071
Lisa R. Clark	VP	One Capital Drive, Suite 103 Cranbury, NJ 08512
John M. Clinton	VP	2310 LBJ Freeway, Suite 200

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Stephen M. Cloud	VP	Dallas, TX 75234
Jose R. Espinoza	VP	Alexandria Paseo de Gracia 08007 Barcelona Spain
Andrew J. Finke	VP	4710T Interstate Drive Cincinnati, OH 45246
Kurt R. Fuller	VP	47775 FREMONT BLVD FREMONT, CA 94538
Thomas W. Giba	VP	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
Stuart Gibson	VP	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
Juan J. Gonzales-Garza	VP	Scit de mex
Alan A. Goris	VP	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
Jane E. Griffith	VP	47775 FREMONT BLVD FREMONT, CA 94538
Ronald D. Grove	VP	2791 Peterson Place Norcross, GA 30071
John R. Hanson	VP	47775 FREMONT BLVD FREMONT, CA 94538
Cathleen N. Hardman	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Andrew P. Houghton	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Pierre Humblot	VP	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
Robert T. Huthnance, Jr.	VP	3621 S. Harbor Blvd. Suite 200

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Scott W. Strine	VP	Bensenville, IL 60106 14100 E 35 TH AVENUE AURORA, CO 80011
Bruno Tardif	VP	
Jeffrey M. Todd	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Frank V. Weber, Jr.	VP	104 Space park Drive Nashville, TN 37211
Karen M. Wilcox	VP	14100 E 35 TH AVENUE AURORA, CO 80011
James P. Wilson	VP	2791 Peterson Place Norcross, GA 30071
Jeremy G. Woods	VP	8102 Zionsville Rd Indianapolis, IN 46268
Janice K. Luttrull	AS	14100 E 35 TH AVENUE AURORA, CO 80011
Kathleen M. Meade	AS	14100 E 35 TH AVENUE AURORA, CO 80011
Beth A. Speak	AS	14100 E 35 TH AVENUE AURORA, CO 80011.

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Cheryl P. Muniz	VP	AURORA, CO 80011
Denise M. Musil	VP	Earth City (st. Louis) 7777 Market Center El Paso, TX 79912-8412
James R. Nass, III	VP	100 Division Street, Suite 101 Bensenville, IL 60106
Ko Nuijten	VP	Neth
Thomas T. O'Donohoe	VP	Wilsonville
John R. Picchiotti	VP	100 Division Street, Suite 101 Bensenville, IL 60106
James K. Porter	VP	Hou
Robert E. Quinn	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Betty J. Remstedt	VP	47775 FREMONT BLVD FREMONT, CA 94538
Wendy L. Rentschler	VP	2791 Peterson Place Norcross, GA 30071
Charla K. Rios	VP	3621 S. Harbor Blvd. Suite 200 Santa Ana, CA 92704
Francois de la Rochefoucauld	VP	
Chris Robinson	VP	Neth
Michael J. Ruen, Jr.	VP	4140 E. Raines Road Memphis, TN 38118
Peter Ruijgrok	VP	Neth
Michael D. Russell	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Michael H. Schrank	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Calvin R. Schreiner	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Gregory D. Skirving	VP	100 Division Street, Suite 101

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James J. Jachetta	VP	Santa Ana, CA 92704 3621 S. Harbor Blvd. Suite 200
Shari J. Jones	VP	Santa Ana, CA 92704 7777 Market Center El Paso, TX 79912-8412
Michael de Jong	VP	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
Pam Karimbek	VP	
David C. Kelly	VP	Cin
Andrew J. Kolb	VP	Capronliaan 25-27 1119 NP Schiphol-Rijk Amsterdam, The Netherlands
Wim van Leeuwen	VP	
Jason Leith	VP	
Hans A. van Luijken	VP	
Elizabeth D. Madrid	VP	7777 Market Center El Paso, TX 79912-8412
David W. Majors	VP	7777 Market Center El Paso, TX 79912-8412
T. Patrick Maloney	VP	3621 S. Harbor Blvd. Suite 200 Santa Ana, CA 92704
Melissa A. Marsden	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Brian N. Marsh	VP	3765 iNterchange Road Columbus, OH 43204
Daryl H. Mechem	VP	4448 West 12 th Street Houston, TX 77055
Margaret W. Meyers	VP	14100 E 35 TH AVENUE AURORA, CO 80011
Arthur A. Morton	VP	14100 E 35 TH AVENUE