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C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

500002347495--5

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****35.00 ****35.00

76.00

70.00

CORPORATION(S) NAME

First Industrial Realty Trust, Inc.

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DIVISION OF CORPORATIONS

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Profit

NonProfit

Limited Liability Company

Foreign

Amendment

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Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

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File 1st

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. First Industrial Realty Trust, 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. 36-3935116
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/10/93 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. 311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606
(Current mailing address)

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To operate as a real estate investment trust ("REIT") in the State of Maryland
8. and to act as the sole general partner of an operating partnership which is to be
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) qualified in the State of Florida

9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Francis P. Regan
(Registered agent's signature) (Officer)
Francis P. Regan, Assistant Secretary
(Type Name and Title of Officer)

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/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael W. Brennan

Address: 311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Director: Michael T. Tomasz

Address: 311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

B. OFFICERS

CEO/ President: Michael T. Tomasz

Address: 311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Sr. Vice President: Gary Heigl

Address: 311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

CFO/Treas./ Secretary: Michael J. Havalala

Address: 311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

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A. DIRECTOR (Cont'd):

Michael G. Damone
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

John L. Leshner
2975 Westchester Avenue
Purchase, New York 10577

Kevin W. Lynch
1500 W. Third Street, Suite 410
Cleveland, Ohio 44113

John E. Rau
171 N. Clark Street
Chicago, Illinois 60601

Jay H. Shidler
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Robert J. Slater
27 Wahackme Road
New Canaan, Connecticut 06840

J. Stephen Wilson
7800 Belfort Parkway, Suite 100
Jacksonville, Florida 32256

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B. OFFICERS (Cont'd):

President, Development Services: Anthony Muscatello
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Director of Strategic Planning: Michael G. Damone
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Senior Regional Director: Duane H. Lund
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Senior Regional Director: Timothy E. Gallagher
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Senior Regional Director: Jan A. Burman
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Senior Regional Director: David F. Draft
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Senior Regional Director: Peter F. Murphy
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Vice President, Investor Relations: Cindy Thorson
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Vice President, Accounting and Finance: Chris M. Schneider
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Vice President, Operations and Research: Randall L. Axelson
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

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Vice President,
Administration:

Eileen Millar
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Controller and
Assistant Secretary

Scott A. Musil
311 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

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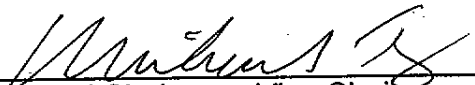
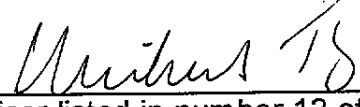
Chief Investment
Officer

Treasurer: Johannson L. Yap

Address: 311 S. Wacker Drive, Suite 4000

Chicago, Illinois 60606

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. Michael T. Tomasz, President
(Typed or printed name and capacity of person signing application)

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STATE OF MARYLAND

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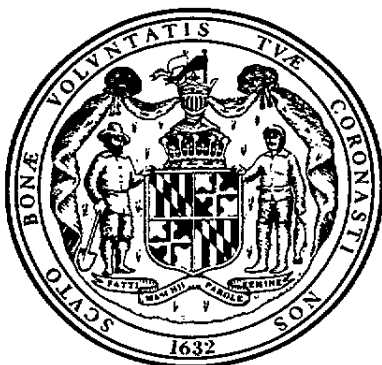
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER 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 FIRST INDUSTRIAL REALTY TRUST, 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.

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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 23RD DAY OF OCTOBER, 1997.


NANCY GRUENINGER
ADMINISTRATIVE OFFICER