

Document Number Only

F97000006243

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

200002361502--2
-12/03/97--01003--003
*****35.00 *****35.00

288882351502--4
-12/03/97--01003--004
*****35.00 *****35.00

AMB Property Corporation
d/b/a

Maryland AMB Property Corporation

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

200002351502--4
-12/03/97--01003--005
*****61.25 *****61.25

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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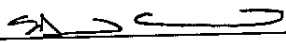
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned S. Davis Carniglia, do hereby certify that this Resolution of the Board of Directors of AMB Property Corporation, a corporation duly organized and existing under the laws of the State of Maryland, was duly adopted on November 24, 1997.

Resolved, that AMB Property Corporation organized and existing in the state of Maryland, hereby adopts the name Maryland AMB Property Corporation for use in Florida.

Dated: November 24, 1997



S. Davis Carniglia, Secretary

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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:

- AMB Property Corporation
(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.)
- Maryland
(State or country under the law of which it is incorporated)
- 94-3281941
(FEI number, if applicable)
- 11/24/97
(Date of incorporation)
- Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
- 505 Montgomery Street, San Francisco, California 94111
(Current mailing address)
- Acquiring and operating industrial and retail properties.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
- 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.

C T Corporation System

Stephanie A. Brooks

(Registered agent's signature) (Officer)

Stephanie A. Brooks, Asst. Sec.

(Type Name and Title of Officer)

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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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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
(Typed or printed name and capacity of person signing application)

AMB PROPERTY CORPORATION DIRECTORS AND OFFICERS LIST

<u>DIRECTORS</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Douglas D. Abbey	AMB Property Corporation 505 Montgomery Street, 5th Floor San Francisco, CA 94111	3020 Pacific Avenue San Francisco, CA 94115
Hamid R. Moghadam	AMB Property Corporation 505 Montgomery Street, 5th Floor San Francisco, CA 94111	2196 Jackson Street San Francisco, CA 94115
T. Robert Burke	AMB Property Corporation 505 Montgomery Street, 5th Floor San Francisco, CA 94111	2200 Pacific Avenue, #3D San Francisco, CA 94109
Daniel H. Case, III	Hambrecht & Quist, Inc. One Bush Street San Francisco, CA 94104	200 Walnut Street San Francisco, CA 94118
Robert H. Edelstein, Ph.D.	University of California Berkeley Fisher Center for Real Estate and Urban Economics Haas School of Business 602 Faculty Bldg., #6105 Berkeley, CA 94720-6105	12305 Fourth Helena Drive Los Angeles, CA 900049- 3929
Lynn M. Sedway	Sedway Group The Embarcadero Center Suite 1150 San Francisco, CA 94111	2449 Pacific Avenue San Francisco, CA 94115
Paul P. Shepherd	Paul Shepherd & Associates 51 University Avenue, Suite J Los Gatos, CA 95030	135 Tait Avenue Los Gatos, CA 95030
Jeffrey L. Skelton, Ph.D.	Symphony Asset Management 555 California Street, Suite 2975 San Francisco, CA 94104	1100 Sacramento Street, #502 San Francisco, CA 94108
Thomas W. Tusher	Stillwater Cove #120 Highway 28 P.O. Box 1335 Crystal Bay, NV 89402	P.O. Box 8930 Incline Village, NV 89452
Caryl B. Welborn, Esq.	Law Offices of Caryl B. Welborn 126 South Park San Francisco, CA 94107	1849 Lyon Street San Francisco, CA 94115

EXECUTIVE OFFICERS

BUSINESS ADDRESS

RESIDENCE ADDRESS

Hamid R. Moghadam,
President and Chief
Executive Officer

AMB Property Corporation
505 Montgomery Street, 5th Floor
San Francisco, CA 94111

2196 Jackson Street
San Francisco, CA 94115

T. Robert Burke
Chairman of the Board

AMB Property Corporation
505 Montgomery Street, 5th Floor
San Francisco, CA 94111

2200 Pacific Avenue, #3D
San Francisco, CA 94109

S. Davis Carniglia,
Managing Director, Vice
President, Chief Financial
Officer, General Counsel
and Secretary

AMB Property Corporation
505 Montgomery Street, 5th Floor
San Francisco, CA 94111

903 Ventura Way
Mill Valley, CA 94941

John H. Diserens,
Managing Director and
Vice President

AMB Property Corporation
505 Montgomery Street, 5th Floor
San Francisco, CA 94111

1249 Cabrillo
Burlingame, CA 94010

Luis A. Belmonte,
Managing Director and
Vice President

AMB Property Corporation
505 Montgomery Street, 5th Floor
San Francisco, CA 94111

250 Walnut Street
San Francisco, CA 94118

Bruce H. Freedman,
Managing Director and
Vice President

AMB Property Corporation
505 Montgomery Street, 5th Floor
San Francisco, CA 94111

158 Farm Road
Sherborn, MA 01770

Jean Collier Hurley,
Managing Director and
Vice President

AMB Property Corporation
505 Montgomery Street, 5th Floor
San Francisco, CA 94111

2185 Bush Street, #206
San Francisco, CA 94115

Craig A. Severance,
Managing Director and
Vice President

AMB Property Corporation
505 Montgomery Street
San Francisco, CA 94111

10 Via Paraiso West
Tiburon, CA 94920

STATE OF MARYLAND

584957

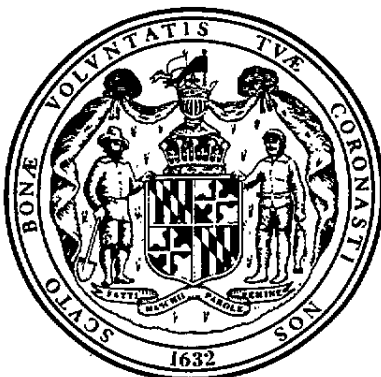
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

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 AMB PROPERTY CORPORATION 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 RECIED 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 24TH DAY OF NOVEMBER, 1997.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER