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ACCOUNT NO. : 072100000032

REFERENCE : 855123 4337525

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : June 12, 1998

ORDER TIME : 9:20 AM

ORDER NO. : 855123-005

CUSTOMER NO: 4337525

CUSTOMER: Ms. Mary Rhoads
Greene Radovsky Maloney &
Suite 4000
Four Embarcadero Center
San Francisco, CA 94111

500002562418--1

FOREIGN FILINGS

NAME: MERIDIAN INDUSTRIAL TRUST,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX 2 COPIES CERTIFIED COPY 2
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ACP

6/17
FILED
98 JUN 17 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
98 JUN 17 AM 9:59
DEPARTMENT OF REVENUE
TALLAHASSEE FLORIDA

**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:*

1. Meridian Industrial 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
(State or country under the law of which it is incorporated)
3. 94-3224765
(FEI number, if applicable)
4. May 18, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not transacting business yet
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 455 Market Street, 17th Floor
San Francisco, CA 94105
(Current mailing address)
Ownership and management
of commercial real property
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Frances Olvera
(Registered agent's signature)
Frances Olvera, Assistant Secretary

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.

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SECRETARY OF STATE

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

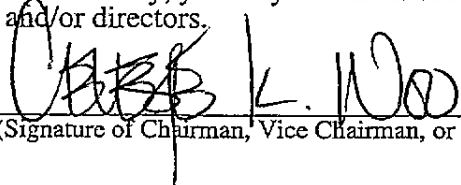
Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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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. Celeste K. Woo, Vice President, Asset Management
(Typed or printed name and capacity of person signing application)

MERIDIAN INDUSTRIAL TRUST, INC.
LIST OF DIRECTORS AND OFFICERS

DIRECTORS

Allen J. Anderson	Chairman of the Board	Meridian Industrial Trust, Inc. 455 Market St., 17 th Floor, San Francisco, CA 94105
C.E. Cornutt	Director	Argent Property Co. 8235 Douglas, Suite 1320 Dallas, TX 75225
T. Patrick Duncan	Director	USAA Real Estate Co. 8000 Robert F. McDermott Frwy., IH-10 West, Suite 600 San Antonio, TX 78230
Peter O. Hanson	Director	James E Hanson, Inc. 235 Moore Street Hackensack, NJ 07601
John S. Moody	Director	Cornerstone Properties, Inc. Tower 56, 126 East 56 th St. New York, NY 10022
Kenneth N. Stensby	Director	7112 Shannon Drive Edina, MN 255439
Lee W. Wilson	Director	25 Kristen Marie court Novato, CA 94947

OFFICERS

Allen J. Anderson	Chairman & Chief Executive Officer	455 Market St., 17 th Floor San Francisco, CA 94105
Milton K. Reeder	President & Chief Financial Officer	455 Market St., 17 th Floor San Francisco, CA 94105
Dennis D. Higgs	Executive Vice President, Chief Investment Officer	455 Market St., 17 th Floor San Francisco, CA 94105
Gregory D. Skirving	Senior Vice President, National Marketing	455 Market St., 17 th Floor San Francisco, CA 94105
Peter B. Harmon	Vice President, Regional Director	455 Market St., 17 th Floor San Francisco, CA 94105
Timothy B. Keith	Vice President, Regional Director	455 Market St., 17 th Floor San Francisco, CA 94105
Brian R. Barringer	Vice President	455 Market St., 17 th Floor San Francisco, CA 94105
Brian K. Flaherty	Vice President, Asset Management	455 Market St., 17 th Floor San Francisco, CA 94105
Celeste K. Woo	Vice President, Asset Management	455 Market St., 17 th Floor San Francisco, CA 94105
Steven C. Jensen	Vice President, Information Systems	455 Market St., 17 th Floor San Francisco, CA 94105
Jaime Suarez	Vice President, Finance	455 Market St., 17 th Floor San Francisco, CA 94105
Richard L. Valladao	Controllor	455 Market St., 17 th Floor San Francisco, CA 94105
Robert A. Dobbin	Secretary & General Counsel	455 Market St., 17 th Floor San Francisco, CA 94105

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TALLAHASSEE FLORIDA

STATE OF MARYLAND

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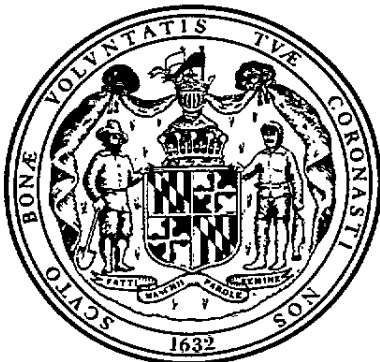
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES 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 MERIDIAN INDUSTRIAL 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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TALLAHASSEE FLORIDA



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 16TH DAY OF JUNE, 1998.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I