



M010000000672

ACCOUNT NO. : 072100000032

REFERENCE : 089615 4304394

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 160.00

ORDER DATE : March 23, 2001

ORDER TIME : 12:03 PM

ORDER NO. : 089615-015

CUSTOMER NO: 4304394

800003910628--8

CUSTOMER: Mr. Darryl Spivey
Mayer, Brown & Platt
190 South La Salle St.
39th Floor
Chicago, IL 60603

FOREIGN FILINGS

NAME: PROLOGIS FIRST GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

VB
327-01

APPROVED
AND
FILED
MARCH 26 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
01 MAR 26 PM 3:14
DIVISION OF CORPORATION

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ProLogis First GP LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. N/A (FEI number, if applicable)

4. March 14, 2001 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Expected to be March 27, 2001 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 14100 East 35th Place, Aurora, Colorado 80011 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

ProLogis Trust, 14100 East 35th Place, Aurora, Colorado 80011

01 MAR 26 AM 8:11 SECRETARY OF STATE TALLAHASSEE FLORIDA

APPROVED AND FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Please see the attached.

Edward S. Nekritz Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Edward S. Nekritz, Senior Vice President of the sole member Typed or printed name of signee

To engage in any lawful activities for which a limited liability company may be organized under the Delaware Limited Liability Company Act, as amended, and under the Florida Statutes.

01 NOV 26 AM 9:11
RECEIVED
711 MARKET STREET
PHILADELPHIA PA 19106

ATLANTA
GA
11/26/10

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ProLogis First GP LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

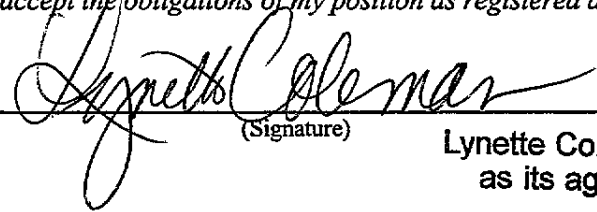
Tallahassee FL 32301
City/State/Zip

SPECIALLY PREPARED
FOR FILING
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01/26/2006 BY 60322/UC/STP

01/26/2006 AM 8:11

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

Lynette Coleman
as its agent

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROLOGIS FIRST GP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
AT WASHINGTON, DELAWARE
01/15/02 AM 8:11



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3368714 8300

AUTHENTICATION: 1024068

010127727

DATE: 03-15-01