



MD1000 002135

ACCOUNT NO. : 072100000032
 REFERENCE : 537683 4304394
 AUTHORIZATION : *Patricia Pizeto*
 COST LIMIT : \$ 130.00

ORDER DATE : September 20, 2001
 ORDER TIME : 9:56 AM
 ORDER NO. : 537683-025
 CUSTOMER NO: 4304394
 CUSTOMER: Mr. Darryl Spivey
 Mayer, Brown & Platt
 190 South La Salle St.
 39th Floor
 Chicago, IL 60603

000004604010-

FOREIGN FILINGS

NAME: PROLOGIS THIRD GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

APPROVED AND FILED
 01 SEP 21 AM 11:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CONTACT PERSON: Susan Knight
 EXAMINER: *JP*
 EXT# 1156

RECEIVED
 01 SEP 21 AM 10:26

10-2-01

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

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

1. PROLOGIS THIRD GP LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for.
(FBI number, if applicable)
4. August 27, 2001
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon approval
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 14100 East 35th Place, Aurora, CO 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, CO 80011

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: To transact any lawful
business for which limited liability companies may be permitted under the Florida Limited
Liability Company Act.

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 V.P. of ProLogis Trust
Typed or printed name of signee
sole member of ProLogis Third GP LLC

01 SEP 21 AM 11:05
SECRETARY OF STATE
JILL HASSEB, FLORIDA

APPROVED
AND
FILED

**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 Third 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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

[Handwritten Signature] Asst. Secretary
(Signature)

\$ 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 THIRD 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 2001.

01 SEP 21 AM 11:05
SECRETARY OF STATE
PAUL A. HASSEFF, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1315454

DATE: 08-27-01

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