

M04000003615

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

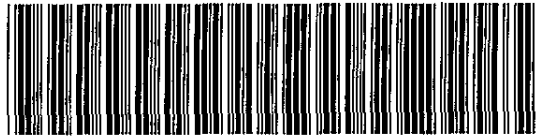
(Business Entity Name)

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JUDICIAL BRANCH
ALLAHASSEE, FLORIDA
DIVISION OF CLERK SERVICE

J. BRYAN SEP -2 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 867906 4304394

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 160.00

ORDER DATE : August 30, 2004

ORDER TIME : 12:03 PM

ORDER NO. : 867906-065

CUSTOMER NO: 4304394

CUSTOMER: Mr. Darryl Spivey
Mayer Brown Rowe & Maw
Suite 4000
190 South La Salle St.
Chicago, IL 60603

FILED
2004 SEP -2 PM 12:28
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PROLOGIS DEERFIELD GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 31, 2004

TROY TODD
CSC
TALLAHASSEE, FL

SUBJECT: PROLOGIS DEERFIELD GP LLC
Ref. Number: W04000033025

REC'D
2004 SEP -2 PH 12:28
T
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for PROLOGIS DEERFIELD GP LLC and the authorization to debit your account in the amount of \$160.00. However, the document has not been filed and is being returned for the following:

Please list the NAMES and ADDRESSES of the MANAGING MEMBERS or MANAGERS in Item 9.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 604A00052927

PROLOGIS DEERFIELD GP LLC
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2004 SEP -1 PM 4:25
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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 Deerfield GP LLC
(Name of Foreign Limited Liability Company)

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

4. July 16, 2004 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 14100 E. 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:
MCRM Deerfield Property 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: Real estate
investment

Darryl Spivey
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.)
Darryl Spivey, Authorized Representative
Typed or printed name of signee

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2004 SEP -2 PM 12:28
TALLAHASSEE, FLORIDA

**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 Deerfield 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

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, Florida Statutes.

Corporation Service Company

BY: Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

FILED
2004 SEP -2 PM 12:28
TALLAHASSEE, FLORIDA

Delaware

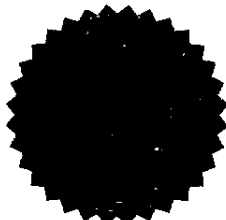
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROLOGIS DEERFIELD 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 THIRTIETH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROLOGIS DEERFIELD GP LLC" WAS FORMED ON THE SIXTEENTH DAY OF JULY, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3829912 8300

AUTHENTICATION: 3323601

040631780

DATE: 08-30-04