

M04000003619

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500040127175

FILED  
2004 SEP - 2 PM 12: 28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
RECEIVED  
04 AUG 31 PM 12: 51  
DIVISION OF CORPORATION

J. BRYAN SEP - 2 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 867906 4304394

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 160.00

ORDER DATE : August 30, 2004

ORDER TIME : 12:01 PM

ORDER NO. : 867906-025

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  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PROLOGIS BRAZOS 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 BRAZOS GP LLC  
Ref. Number: W04000033023

We have received your document for PROLOGIS BRAZOS 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 MANAGERS or MANAGING MEMBERS 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: 604A00052926

**RESUBMIT**

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

RECEIVED  
04 SEP - 1 PM 4:26  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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 Brazos 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  
(FEI number, if applicable)
4. July 16, 2004  
(Date of Organization)
5. Perpetual  
(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)

FILED  
2004 SEP - 29 PM 12:29  
OFFICE OF THE CLERK OF THE SUPREME COURT  
TALLAHASSEE, FLORIDA

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:

MGRM Brazos 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

**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 Brazos 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 12:29  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# Delaware

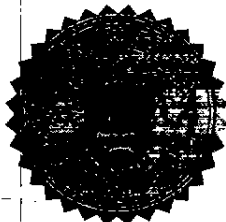
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROLOGIS BRAZOS 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 BRAZOS 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

3830241 8300

AUTHENTICATION: 3323599

040631780

DATE: 08-30-04