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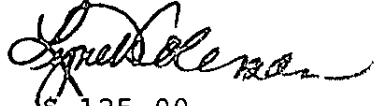
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NOV 14 2016
J. HARRIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 365180 7584242
AUTHORIZATION : 
COST LIMIT : \$ 125.00

ORDER DATE : November 9, 2016
ORDER TIME : 3:02 PM
ORDER NO. : 365180-010
CUSTOMER NO: 7584242

FOREIGN FILINGS

NAME: DCT/CE III LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: DCT/CE III LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Marilyn Cartwright

Name of Person

DCT Industrial Trust Inc.

Firm/Company

518 17th Street, Suite 800

Address

Denver, Colorado 80202

City/State and Zip Code

mcartwright@dctindustrial.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marilyn Cartwright

303

597-0436

at (_____) _____

Name of Contact Person

Area Code

Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. DCT/CE III LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited
Liability Company," "L.L.C.," or "LLC.")

2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____
(FEI number, if applicable)

4. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 518 17th Street, Suite 800
Denver, Colorado 80202
(Street Address of Principal Office)

6. 518 17th Street, Suite 800
Denver, Colorado 80202
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

*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 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.*

By: _____
(Registered agent's signature)

Melissa Zender
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Marilyn Cartwright, Asst. Secy of DCT Industrial Trust Inc. (See Ex. A. attached)
518 17th Street, Suite 800
Denver, Colorado 80202

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath
of the translator must be submitted)

Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information
submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Marilyn Cartwright

Typed or printed name of signee

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**EXHIBIT A
TO
STATE OF FLORIDA
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR**


DCT/CE III LLC

DCT/CE III LLC,
a Delaware limited liability company

By: DCT Pembroke LLC,
a Delaware limited liability company
its Administrative Member

By: DCT Industrial Operating Partnership LP,
a Delaware limited partnership,
its Sole Member

By: DCT Industrial Trust Inc.,
a Maryland corporation,
its General Partner

By: 
Name: Marilyn Cartwright
Title: Assistant Secretary

16 NOV 10 AM 8:31

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CLERK OF COURT
STATE OF FLORIDA
TALLAHASSEE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DCT/CE III 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 TENTH DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DCT/CE III LLC" WAS FORMED ON THE NINTH DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6208862 8300

SR# 20166574244

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203311057

Date: 11-10-16