

I BK 15 PG 161

Prepared by:
Dorothy N. Dowell
King & Spalding
191 Peachtree Street
Atlanta, Georgia 30303-1763
Phone #404-572-4600

RETURN TO:
LAWYERS TITLE INSURANCE COMPANY
6363 Poplar Ave. - Suite 108
Memphis, TN 38119
File # 000254 Attn. Rosemary Scott

STATE MS. - DESOTO CO.
FILED

FEB 24 4 36 PM '03

BK 15 PG 161
W.E. DAVIS CH. CLK.

After recording return to:
Ms. Megan Allen Toborg
Near North National Title Corporation
222 North LaSalle Street
Chicago, Illinois 60601

(Recorder's Use Above this Line)

STATE OF TEXAS
COUNTY OF DALLAS

AFFIDAVIT RE NAME CHANGE

14th Before me, the undersigned attesting authority in and for said State and County, on this day of February, 2003, came the undersigned deponent, who, being duly sworn, deposes and says on oath that this Affidavit is made by and on behalf of LIT Industrial Limited Partnership, a Delaware limited partnership formerly known as Crow Family Holdings Industrial Limited Partnership (hereinafter called the "Partnership") and relates to the property described on Exhibit A, attached hereto and incorporated herein by this reference (the "Property"). The following statements are made by the undersigned deponent under oath as being relevant and material to the ownership of the Property:

1. The undersigned is the President of Lion Industrial Trust, a Maryland real estate investment trust which is the sole member of LIT GP Sub, LLC, a Delaware limited liability company which is the sole general partner of Lion Industrial Properties, L.P., a Delaware limited partnership which is the sole member of LIT Holdings GP, LLC, a Delaware limited partnership which is the sole general partner of LIT Industrial Limited Partnership, a Delaware limited partnership formerly known as Crow Family Holdings Industrial Limited Partnership.
2. As of December 27, 2002, Crow Family Holdings Industrial Limited Partnership changed its name to LIT Industrial Limited Partnership.
3. The Partnership owns the Property. Accordingly, as of December 27, 2002, the Property is now owned by LIT Industrial Limited Partnership, a Delaware limited partnership.

- 4. Attached hereto as Exhibit B and incorporated herein by this reference is a copy of the Second Amended and Restated Certificate of Limited Partnership of the Partnership as filed in the Office of the Secretary of State of the State of Delaware evidencing the name change to LIT Industrial Limited Partnership.
- 5. This Affidavit is made with knowledge that the same will be filed for recording and with knowledge that it will be relied on by attorneys examining title to the Property, by a purchaser or purchasers in purchasing the Property, by a lender or lenders in making a loan or loans secured by the Property, and by a title insurance company insuring its title or policies of title insurance to said purchaser(s) and/or lender(s).

WITNESSES:

Sharon Bridges
Print Name:

Leisa Kennedy
Print Name:

DEPONENT:

James C. Hendricks (SEAL)
James C. Hendricks

State of Texas
County of Dallas

This instrument was sworn to and subscribed before me on February 14, 2003, by James C. Hendricks, who is the President of Lion Industrial Trust, a Maryland real estate investment trust, who either personally is known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that (s)he executed the same

Signature: *Patricia Ann Baumgart*

My commission expires: _____

[NOTARIAL SEAL]

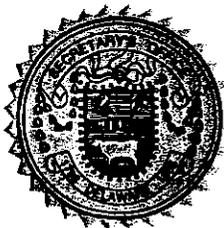


EXHIBIT A

Lot 5, Phase 1, Olive Branch Distribution Center, as recorded in Plat Book 74, Page 42, Sections 13 and 24, Township 1 South, Range 6 West, in the Office of the Chancery Clerk of DeSoto County, Mississippi

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CROW FAMILY HOLDINGS INDUSTRIAL LIMITED PARTNERSHIP", CHANGING ITS NAME FROM "CROW FAMILY HOLDINGS INDUSTRIAL LIMITED PARTNERSHIP" TO "LIT INDUSTRIAL LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002, AT 10:03 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2873279 8100

AUTHENTICATION: 2174337

020801746

DATE: 12-27-02

**SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP**

OF

CROW FAMILY HOLDINGS INDUSTRIAL LIMITED PARTNERSHIP

This Second Amended and Restated Certificate of Limited Partnership of Crow Family Holdings Industrial Limited Partnership (the "Partnership"), dated as of December 27, 2002, has been duly executed and is being filed by its sole general partner in accordance with the provisions of section 17-210 of the Delaware Revised Uniform Limited Partnership Act ("DRULPA"), to amend and restate in its entirety the Amended and Restated Certificate of Limited Partnership of the Partnership, which was filed on December 13, 2002, with the Secretary of State of the State of Delaware with respect to a limited partnership formed by the filing on March 18, 1998 of a certificate of limited partnership with the Secretary of State of the State of Delaware under the DRULPA.

1.

The name of the Partnership is hereby changed and hereinafter the name of the Partnership is **LIT INDUSTRIAL LIMITED PARTNERSHIP**.

2.

The address of the Partnership's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the Partnership's registered agent for service of process in the State of Delaware is The Corporation Trust Company.

3.

The name and mailing address of the sole general partner is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| LIT Holdings GP, LLC | 335 Madison Avenue New York, New York 19801 |

IN WITNESS WHEREOF, the sole general partner has executed this Second Amended and Restated Certificate of Limited Partnership on behalf of the Partnership as of the date above first written.

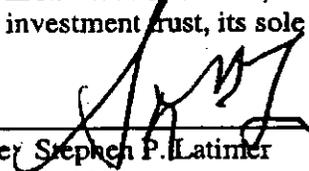
GENERAL PARTNER:

LIT HOLDINGS GP, LLC, a Delaware limited liability company

By: Lion Industrial Properties, L.P., a Delaware limited partnership, its sole member

By: LIT GP Sub, LLC, a Delaware limited liability company, its sole general partner

By: Lion Industrial Trust, a Maryland real estate investment trust, its sole member and manager

By: 
Name: Stephen P. Latimer
Title: President