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TALLAHASSEE, FL 32301
904-222-0191 FAX

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95 JUL 28 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 650324 81020A

AUTHORIZATION :
COST LIMIT : 9 PREPAID

ORDER DATE : July 28, 1995
ORDER TIME : 12:06 PM
ORDER NO. : 650324
CUSTOMER NO: 81020A

500001551495
-08/02/95--01011--015
***346.25 ***346.25

CUSTOMER: Ms. April Haley
LIVINGSTON PATTERSON
STRICKLAND & WEINER, P.A.
46 N. Washington Blvd.
Sarasota, FL 34236

DOMESTIC FILING

NAME: MABRY STORAGE, L.C.

- ARTICLES OF ORGANIZATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

N. HENDRICKS JUL 31 1995

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
MABRY STORAGE, L.C.**

The undersigned, desiring to form a limited liability company (the "Company") pursuant to the Florida Limited Liability Company Act, hereby make and declare these Articles of Organization.

Article I - Name

The name of the Company is Mabry Storage, L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration of the Company shall continue thereafter for a period of 30 years unless the Company is sooner dissolved by unanimous vote of its members.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, and selling storage facilities, and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing address of the Company is 2106 Bispham Road, Suite B, Sarasota, FL 34231, and the street address of the principal office of the Company is 2106 Bispham Road, Suite B, Sarasota, FL 34231.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Company is John Patterson, 46 North Washington Boulevard, Suite 1, Sarasota, FL, 34236.

Article VI - Membership

Additional members may be admitted to the Company with the consent of members holding at least two-thirds interest in the Company if permitted by law and upon such terms as may be agreed upon by such members.

A member's interest in the Company may not be transferred or assigned except with the prior written consent of all other members.

Article VII - Continuance of Company

The remaining members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member at the election of those members who then have a majority of the capital contributions to the Company.

Article VIII - Management

The management of the Company shall be reserved to its members. The names and addresses of the members are set forth in Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 17 day of July, 1995.

SANVIN, INC.

By: 

Donald F. Greer
Its President
Organizing Member

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7/6/95 d.2

MADRY STORAGE, L.C.
Limited Partners

MEMBER	CASH CONTRIBUTED
1116304 Ontario Inc. Attn: Terry Yates 253 Robina Road Ancaster, Ontario L9G2L6	\$100,000.00
Sackville Holdings, Inc. Attn: Arthur S. Labatt c/o Trimark Financial Corporation One First Canadian Place, Box 487 Toronto Ontario M5X 1E5	\$100,000.00
100070 Ontario Limited Attn: Paul R. Curley c/o Advance Planning & Comm. Inc. 95 St. Clair Avenue W. #1605 Toronto, Ontario M4V 1N6	\$100,000.00
Sanvin, Inc. Attn: Donald F. Greer c/o Hardinge Brothers Limited 3375 14th Avenue, Unit 1 Markham, Ontario L3R 0H2	\$100,000.00
John E. Johnson 627 Buchanan Street Davis CA 95616	\$ 50,000.00
Parbirdie Holdings, Inc. Peter Deeks 4 Highland Crescent Toronto, Ontario M4W 2S7	\$ 50,000.00
Wempville, Inc. Attn: Ross A. Wemp 5500 Dixie Road, Box E Mississauga, Ontario L4W 4N3	\$ 50,000.00
K.G.C. Ltd. Attn: Kenneth G. Copland 8 King Street East, #1400 Toronto, Ontario M5C 1B5	\$ 50,000.00
	<hr/> \$600,000.00

PROVINCE
STATE OF ONTARIO
COUNTY OF METROPOLITAN TORONTO
MUNICIPALITY

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Donald F. Greer, as President of Sanvin, Inc., who, being by me first duly sworn on oath, deposes and says:

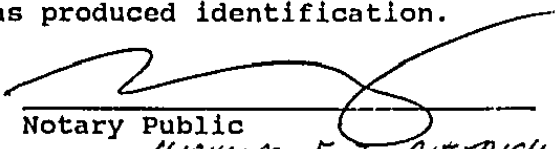
1. That Sanvin, Inc. is a member of Mabry Storage, L.C.
2. That he is authorized to make and execute this Affidavit on behalf of Sanvin, Inc.
3. That Mabry Storage, L.C. has at least two members.
4. That the total amount of cash contributed by the members is \$600,000.00 as set forth in Exhibit "A." No other property has been contributed by the members.

Dated: July 17, 1995



Donald F. Greer

The foregoing was acknowledged before me this 17th day of July, 1995, by Donald F. Greer, as President of Sanvin, Inc. He is personally known to me or has produced identification.



Notary Public

NICHOLAS E. DIETRICH
(print name of notary)

(serial number, if any)
My Commission Expires:

Instrument Prepared By:
John Patterson
LIVINGSTON, PATTERSON, STRICKLAND
& WEINER, P.A.
46 N. Washington Blvd., #1
Sarasota, FL 34236
w:\bennett\mabrylc\affi.4

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JUL 28 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 608.507,
Florida Statutes, the undersigned limited liability company
submits the following statement in designating the registered
office/registered agent, in the State of Florida.

1. The name of the limited liability company is Mabry
Storage, L.C.

2. The name and address of the registered agent and
office is: John Patterson, 46 N. Washington Boulevard, Suite 1,
Sarasota, Florida 34236.

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.


JOHN PATTERSON

Date: July 26, 1995

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
 ANNUAL REPORT
 1996
 L9500000580

FILED

96 MAR 28 PM 2:53

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILING FEE \$238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

DOCUMENT #L9500000580
 1. Name and Mailing Address of Limited Liability Company
MABRY STORAGE, L.C.
2106 BISPHAM RD.
SUITE B
SARASOTA FL 34231

1a. Principal Place of Business Address
2106 BISPHAM RD.
SUITE B
SARASOTA FL 34231

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business
 Suite, Apt. #, etc.
 City & State
 Zip Country

2a. Mailing Address
 Suite, Apt. #, etc.
 City & State
 Zip Country

3. Date Organized or Qualified **07/28/1995** 3a. State of Formation **FL**
 4. FEI Number **65-0583497** Applied For Not Applicable
 5. Date of Last Report 6. Certificate of Status Desired Additional Fee Required

7. Name and Address of Current Registered Agent
PATTERSON, JOHN
46 N. WASHINGTON BLVD.
SUITE 1
SARASOTA FL 34236

8. Name and Address of New Registered Agent
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 Suite, Apt. #, etc. **000001764640**
-04/01/96--01049--010
*****238.75 ***238.75**
 City **FL** Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (If FEI Registered Agent signature required when re-registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	1116304 ONTARIO INC.,	253 ROBINA RD.	LANCASTER, ONTARIO
MGRM	SACKVILLE HOLDINGS, IN	ONE FIRST CANADIAN PL., BO	TORONTO, ONTARIO
MGRM	100070 ONTARIO LIMITED	895 ST. CLAIR AVE. WEST, #	TORONTO, ONTARIO
MGRM	SANVIN, INC., ATTN. DO	83375 14TH AVE., UNIT 1	MARKHAM, ONTARIO
MGRM	JOHNSON, JOHN E	627 BUCHANAN ST.	DAVIS CA
MGRM	PARBIRDIE HOLDINGS, IN	4 HIGHLAND CRESCENT	TORONTO, ONTARIO

3/29/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment, if with an address.

SIGNATURE: *[Signature]* *March 20/96* *105-170-8844*
SIGNATURE AND TYPED NAME OF SECRETARY/MANAGER/SEMI-MANAGER Date Daytime Phone #