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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 SEP 11 PM 1:08

ACCOUNT NO. : 072100000032
REFERENCE : 525890 4320888
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : September 11, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 525890-005

CUSTOMER NO: 4320888

400002294804--2
-09/16/97--01086--006
****337.50 ****337.50

CUSTOMER: Linda Shea, Legal Assistant
LIVINGSTON PATTERSON
STRICKLAND & WEINER, P.A.
46 N. Washington Blvd.

Sarasota, FL 34236

	<u>DOMESTIC FILING</u>	G. TAX	_____
		FILING	<u>250.00</u>
NAME:	VELAND L.C.	R. AGENT FEE	<u>35.00</u>
		C. COPY	<u>52.50</u>
		TOTAL	<u>337.50</u>
		V. BANK	_____
	EFFECTIVE DATE:	BALANCE DUE	_____
		FINED	_____

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1997

ANDREA MABRY
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: VELAND L.C.
Ref. Number: W97000020934

RESUBMIT

Please give original
submission date as file date.

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We have received your document for VELAND L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The AFFIDAVIT document does not quite meet our requirements. In addition to the value of the cash and property that has already been contributed to the company, we also need to know the "total amount of cash or property that is anticipated to be contributed by the members." This amount includes the amount already contributed.

It may be that the amount already contributed to VELAND L.C. is also the total anticipated amount of contributions. If that is the case, you could simply add "NO ADDITIONAL CONTRIBUTIONS ARE ANTICIPATED." in Item 4.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 097A00045240

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ARTICLES OF ORGANIZATION
VELAND 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 VELAND 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.

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Article VII - Continuance of Company

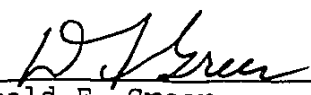
The remaining members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member at the election of those members who then have a majority interest in the Company.

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 31 day of August, 1997.

SANVIN, INC., a Florida corporation

By: 
Donald F. Greer
Its President
Organizing Member

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AFFIDAVIT

PROVINCE OF ONTARIO
MUNICIPALITY OF METROPOLITAN TORONTO
CITY OF TORONTO

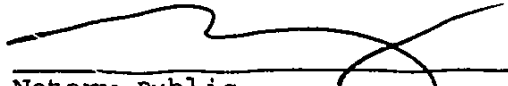
BEFORE ME, the undersigned authority, personally appeared Donald F. Greer, as President of Sanvin, Inc., a Florida corporation, who, being by me first duly sworn on oath, deposes and says:

1. That Sanvin, Inc. is a member of Veland L.C.
2. That he is authorized to make and execute this Affidavit on behalf of Sanvin, Inc.
3. That Veland L.C. has at least two members.
4. That the total amount of cash contributed by the members is \$550,000.00 as set forth in Exhibit "A." No other property has been contributed by the members. No additional contributions are anticipated.

Dated: ^{September 5} ~~August~~ ____, 1997.


Donald F. Greer

The foregoing was acknowledged before me this ^{5th} ~~5th~~ day of ^{September} ~~August~~, 1997, by Donald F. Greer, as President of Sanvin, Inc., a Florida corporation. He is personally known to me or has produced identification.


Notary public
NICHOLAS ERNST JOHN DIETRICH
(print name of notary)
(serial number, if any)
My Commission Expires:
15 FOR LIFE

Instrument Prepared By:
John Patterson
LIVINGSTON, PATTERSON, STRICKLAND
& WEINER, P.A.
46 N. Washington Blvd., #1
Sarasota, FL 34236
w:\bennett\cleveland\11c\affi.4

NICHOLAS ERNST JOHN DIETRICH
NOTARY PUBLIC
IN AND FOR THE PROVINCE OF ONTARIO
My Commission is for life

EXHIBIT A
VELAND L.C.
Limited Partners

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MEMBER	CASH CONTRIBUTED
1071606 Ontario Inc. Attn: Terry Yates 253 Robina Road Ancaster, Ontario L9G 2L6	\$100,000.00
Balsalm L. Corporation Attn: Paul R. Curley c/o Advance Planning & Comm. Inc. 95 St. Clair Avenue W. #1605 Toronto, Ontario M4V 1N6	\$100,000.00
Rawec Holdings Limited Attn: Ross A. Wemp 5500 Dixie Road, Box E Mississauga, Ontario L4W 4N3	\$ 50,000.00
Sanvin, Inc. Attn: Donald F. Greer c/o Livingston, Patterson, Strickland & Weiner, P.A. G14237 46 No. Washington Blvd., #1 Sarasota, Florida 34236	\$100,000.00
Sackville Holdings, Inc. Attn: Arthur S. Labatt c/o Trimark Investment Management, Inc. One First Canadian Place, #5600 Toronto, Ontario M5X 1E5	\$100,000.00
K.G.C. Ltd. Attn: Kenneth G. Copland 8 King St. E. #1400 Toronto, Ontario M5C 1B5	\$ 50,000.00
Lincoln Trust Company, as Custodian fbo John E. Johnson Account #60381290 P. O. Box 5831 Denver, Colorado 80217	\$ 50,000.00
	<hr/> \$550,000.00

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507,
Florida Statutes, Veland L.C. 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
VELAND 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: August 5, 1997
~~Sept.~~