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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-44478

WARREN W. DILL
Also admitted in
Wyoming
Nebraska

DILL & EVANS, P.L.

ATTORNEYS AT LAW
1565 US Highway 1
Sebastian, Florida 32958

JOHN G. EVANS
Also Admitted in
California

MICHELLE D. NAPIER

October 27, 2006

Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION OF ATLAS STORAGE, INC.
OUR MATTER NO. 06-224

Gentlemen:

Thank you for your letter of October 11, 2006 (copy enclosed) wherein you advised this office that the name of DJL ASSOCIATES, INC. was unacceptable.

I have enclosed duplicate originals of the Articles of Incorporation of **ATLAS STORAGE, INC.** As our check in the amount of $70.00, for the filing fee of $35.00, and Designation of Registered Agent of $35.00, enclosed in our original attempt at filing DJL Associates was not returned by your office with your October 11, 2006 mailing, I am assuming that you are holding that sum for the recording fee on our replacement document (Atlas Storage, Inc.) If you find the Articles acceptable, please file one set and stamp and send one set of the Articles back to me at the following address:

DILL & EVANS, P.L.
Attn: Dianamarie (06-224)
1565 US Highway One
Sebastian, Florida 32958

Thanking you in advance for your assistance, I remain,

Very truly yours,

DILL & EVANS, P.L.

Diana Marie

Dianamarie for
WARREN W. DILL, ESQ.

WWD/dmm
Enclosure(s) as Noted

W:\Clients\MNO\Middlestead, Lloyd\Atlas Storage, Inc\CL-Dept of StateATLAS.Doc

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 11, 2006

DILL & EVANS, P.L.
1565 US HWY. ONE
SEBASTIAN, FL 32958

SUBJECT: DJL ASSOCIATES, INC.
Ref. Number: W06000044478

We have received your document for DJL ASSOCIATES, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is <u>not</u> <u>acceptable</u>.

Please return the original and one copy of 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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 006A00060459

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ATLAS STORAGE, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: ATLAS STORAGE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be 2010 Cypress Lake Drive, Grant, Florida 32949, and its mailing address shall be 2010 Cypress Lake Drive, Grant, Florida 32949.

ARTICLE III - NATURE OF BUSINESS

The purposes for which the Corporation is organized are the following:

A. To engage in self service mini rental storage and other real estate investment services.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of Ten Dollars ($10.00) per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

NAME	ADDRESS
Lloyd L. Middlestead	2010 Cypress Lake Drive Grant, Florida 32949
David A. Marshall	2010 Cypress Lake Drive Grant, Florida 32949

ARTICLE VII - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VIII - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's Bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - DESIGNATION OF REGISTERED AGENT

The Corporation designates David A. Marshall as its Resident Agent within the State of Florida, whose registered office is located at the following address:

David A. Marshall
2010 Cypress Lake Drive
Grant, Florida 32949

ARTICLE XII - INCORPORATOR

The name and address of each incorporator is David A. Marshall of 2010 Cypress Lake Drive, Grant, Florida 32949.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of October, 2006.

DAVID A. MARSHALL

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING, BUT NOT LIMITED TO, SECTION 607.0501, FLORIDA STATUTES, AND I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

DAMarshall

DAVID A. MARSHALL
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 24th day of October, 2006, by David A. Marshall, who is personally known to me or who has produced Florida Drivers License as identification.

[SEAL]

DIANAMARIE L MAIONE
MY COMMISSION # DD 319384
EXPIRES: May 16, 2008
Bonded Thru Notary Public Underwriters

Diana-Marie L. Maione

Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

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