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TAMPA

December 22, 2003

E-MAIL ADDRESS
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VIA HAND DELIVERY

Division of Corporations
Department of State
Gaines Street
Tallahassee, Florida 32399

Re: First Amended and Restated Certificate of Limited Partnership
of Fla Stor-A-Way, Ltd.
Our File No. 145078-18

Dear Madam or Sir:

Enclosed is an original and one copy of **First Amended and Restated Certificate of Limited Partnership of Fla Stor-A-Way, Ltd. Please file this Certificate and issue a Certified Copy.** Additionally, I would like a **Certificate of Status** for this limited partnership. This firm's check in the amount of \$113.75 is enclosed. Upon receipt of this request, please date-stamp the copy of this letter attached, and call me when the certified copy and certificate of status are ready for pick up.

Thank you for your assistance in this matter.

Sincerely,



Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

**FIRST AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLA STOR-A-WAY, LTD.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a partnership pursuant to the laws of the State of Florida, and being first duly sworn, does hereby certify as follows:

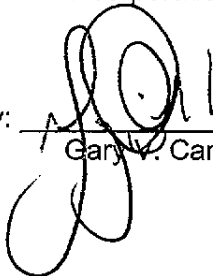
1. Name of Partnership. The name of the Partnership is FLA STOR-A-WAY, Ltd., a Florida limited partnership.
2. Nature of Business. The character of the business transacted by the Partnership is the ownership and development of certain real property located in Seminole County, Florida, being more particularly described on the attached **EXHIBIT "A"**.
3. Principal Place of Business and Mailing Address. The principal place of business and mailing address of the Partnership is 4051 West State Road 46, Sanford, FL 32771.
4. Term of Partnership. The Partnership commenced on December 21, 2000 (the date that the initial Certificate of Limited Partnership was duly filed with the State of Florida, Secretary of State), and shall continue in existence until terminated, liquidated, or dissolved by law or as provided in the Partnership's Limited Partnership Agreement.
5. General Partner. The name and address of the General Partner of the Partnership is:

USA FLORIDA STOR-A-WAY, INC., a Florida corporation
4051 West State Road 46
Sanford, FL 32771
PO6600116 386
6. Limited Partners. The names and addresses of the Limited Partners of the Partnership are as set forth on the attached **EXHIBIT "1"**.
7. Limited Partner Contributions. The amount of cash and the description of, and the agreed value of, any other property contributed by each Limited Partner, if any, are as set forth on the attached **EXHIBIT "2"**.
8. Additional Contributions by Limited Partners. No Limited Partner shall be obligated to make additional capital contributions to the Partnership beyond maintaining the amount of his or her initial capital contribution.
9. Percentage Interests of Limited Partners. Subject in all events to the specific provisions of the Partnership's Limited Partnership Agreement addressing the allocation of profits, losses, distributions and other items to and among the Partners, the Partners shall generally share in the profits and losses of the Partnership in accordance with the percentage interests set forth in the attached **EXHIBIT "3"**.
10. Registered Agent and Office. The street address of the registered office of this limited partnership is 4051 West State Road 46, Sanford, FL 32771, and the name of the registered agent of this limited partnership at that address is Gary V. Cardamone.

11. Amendment and Restatement. This First Amended and Restated Certificate of Limited Partnership (the "Certificate") amends, restates and supercedes in its entirety the Partnership's Certificate of Limited Partnership previously filed with the Secretary of State of the State of Florida on or about December 21, 2000.
12. Effective Date. This Certificate shall be effective on the date this Certificate is duly filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate in accordance with the provisions of Section 620.109, *Florida Statutes*, as of the day and year first above written.

USA FLORIDA STOR-A-WAY, INC.
a Florida corporation:

By: 

Gary V. Cardamone, its President

EXHIBIT "A"
LEGAL DESCRIPTION

Parcel One:

Lot 10, M.M. SMITH'S THIRD SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 1, Page 86, Public Records of Seminole County, Florida.

Parcel Two:

The North 155.0 feet of the South 405.00 feet of Lot 9, M.M. SMITH'S THIRD SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 1, Page 86, of the Public Records of Seminole County, Florida. Less the North 64.40 feet of the West 15 feet thereof for right of way for Upsala Road.

Parcel Three:

Lots 17, 18, 19 and 21, and the North Half of Lot 20, Booth's Subdivision, according to the Plat thereof, as recorded in Plat Book 5, Page 6, of the Public Records of Seminole County, Florida.

Parcel Four:

The South One Half of Lot 20, Together With One Half of vacated street on South Booth's Subdivision, Booth's Subdivision, according to the Plat thereof, as recorded in Plat Book 5, Page 6, Public Records of Seminole County, Florida.

EXHIBIT "1"

LIST OF PARTNERS OF
FLA STOR-A-WAY, LTD.

<u>NAME OF PARTNER</u>	<u>ADDRESS OF PARTNER</u>
USA FLORIDA STOR-A-WAY, INC., A FLORIDA CORPORATION	4051 West State Road 46 Sanford, FL 32771
USA STOR-A-WAY, INC., A FLORIDA CORPORATION	4051 West State Road 46 Sanford, FL 32771
SANFORD 1, LLP, A FLORIDA LIMITED LIABILITY PARTNERSHIP	360 Glenwood Drive Delray Beach, FL 33445
GOLDEN FLORIDA MANAGEMENT, INC., A FLORIDA CORPORATION	1399 West S.R. 434 Longwood, FL 32750

EXHIBIT "2"

**CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
FLA STOR-A-WAY, LTD.**

<u>NAME OF LIMITED PARTNER</u>	<u>CAPITAL CONTRIBUTION</u>
USA FLORIDA STOR-A-WAY, INC., A FLORIDA CORPORATION	\$0.00
USA STOR-A-WAY, INC., A FLORIDA CORPORATION	\$0.00
SANFORD 1, LLP, A FLORIDA LIMITED LIABILITY PARTNERSHIP	\$0.00
GOLDEN FLORIDA MANAGEMENT, INC., A FLORIDA CORPORATION	\$0.00

EXHIBIT "3"

**PERCENTAGE OF OWNERSHIP BY LIMITED PARTNERS OF
FLA STOR-A-WAY, LTD.**

<u>NAME OF LIMITED PARTNER</u>	<u>PERCENTAGE OF OWNERSHIP</u>
USA FLORIDA STOR-A-WAY, INC., A FLORIDA CORPORATION	1.00%
USA STOR-A-WAY, INC., A FLORIDA CORPORATION	49.50%
SANFORD 1, LLP, A FLORIDA LIMITED LIABILITY PARTNERSHIP	19.80%
GOLDEN FLORIDA MANAGEMENT, INC., A FLORIDA CORPORATION	29.70%