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TALLAHASSEE
TAMPA
WASHINGTON D.C.
WEST PALM BEACH

WRITER'S DIRECT LINE

August 25, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002625551--2
-08/26/98--01059--010
***1802.50 ***1802.50

Att: Limited Partnership Department

Re: Amended and Restated Certificate of Limited Partnership
of A-1 Trailer Rental, Ltd. and Supplemental Affidavit

Dear Sir/Madam:

Enclosed for filing is an Amended and Restated Certificate of Limited Partnership of A-1 Trailer Rental, Ltd. and Supplemental Affidavit. Also, enclosed please find a check in the amount of \$1,802.50, payable to the Department of State for the required filing fee and certified copy.

Please return the certified copy to:

Marina A. Choundas
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, FL 33602

If you should have any questions, or require any further information, please do not hesitate to contact me at 813-229-2300 x 212, or Marina A. Choundas at 813-225-4137.

Thank you for your prompt attention to this matter.

A94-314

| | |
|-------------------|-----|
| Name | MAH |
| Availability | MAH |
| Document Examiner | MAH |
| Updater | MAH |
| Updater Verifier | MAH |
| Acknowledgement | MAH |
| W. P. Verifier | MAH |

ESTABLISHED 1842

Sincerely,

Evelyn Lucovic
Evelyn Lucovic
for Marina A. Choundas

/tbs
Enclosures (3)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 1:43

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF A-1 TRAILER RENTAL, LTD.**

The undersigned General Partner does hereby duly execute this Amended and Restated Certificate of Limited Partnership dated this 12th day of August, 1998, which is being filed in accordance with Sections 620.109, Fla. Stat. (1997), and hereby states as follows:

1. The name of the limited partnership is **A-1 Trailer Rental, Ltd.** The name under which the limited partnership was originally filed on March 11, 1994 was A-1 Trailer Rental of Hillsborough, Ltd. and amended on May 23, 1994. The agent for service of process on the limited partnership shall be Joseph D. Zigulich, Jr., 4004 South 50th Street, Tampa, Florida 33619-6728.

2. The name and address of the general partner is: **A-1 Rapid Storage, L.C.** (a Florida limited liability company), 4004 South 50th Street, Tampa, Florida 33619-6728.

3. The mailing address for the limited partnership is: 4004 South 50th Street, Tampa, Florida 33619-672, and the street address of the principal office of the limited partnership is: 4004 South 50th Street, Tampa, Florida 33619-6728.

4. The latest date upon which the limited partnership is to dissolve is December 31, 2004.

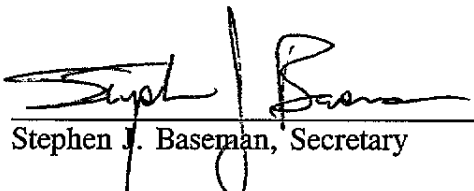
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DIVISION OF CORPORATIONS
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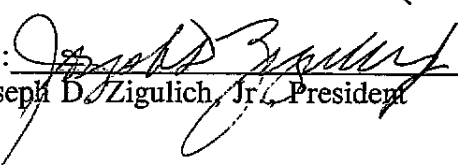
IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership is executed as of the date first above written.

A-1 Trailer Rental, Ltd.,
a Florida limited partnership,

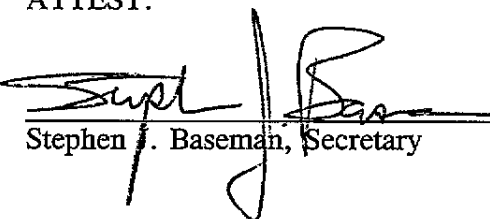
By: FLORIDA TRANSCO, INC., a
Florida corporation, retiring
General Partner

ATTEST:

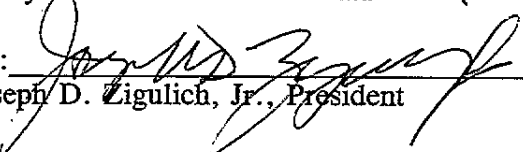

Stephen J. Baseman, Secretary

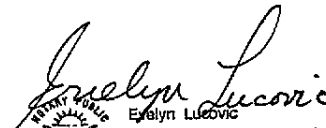
By: 
Joseph D. Zigulich, Jr., President

ATTEST:


Stephen J. Baseman, Secretary

A-1 Rapid Storage, L.C.,
a Florida limited liability company,
newly admitted General Partner

By: 
Joseph D. Zigulich, Jr., President


Evelyn Lucovic
My Commission CC612863
Expires January 12, 2001

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DIVISION OF CORPORATIONS
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SUPPLEMENTAL AFFIDAVIT

The undersigned General Partner does hereby duly execute this Supplemental Affidavit, which is being filed in accordance with Section 620.112, Fla. Stat. (1997), and hereby states as follows:

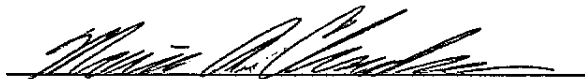
The limited partners have contributed capital to the limited partnership in the form of cash and the general partner has contributed a combination of cash and assets to the capital of the limited partnership. At the time of formation, the amount of capital contributed by the limited partners to the limited partnership was \$700,000.00. A-1 Rapid Storage, L.C., a 1% general partner and 96% limited partner of the Partnership, has contributed capital to the limited partnership in the fair market value amount of \$3,150,000. The amount anticipated to be contributed by the limited partners is \$0.

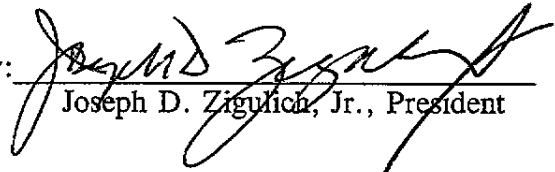
IN WITNESS WHEREOF, this Supplemental Affidavit is executed as of the 19th day of August, 1998.

A-1 Trailer Rental, Ltd.,
a Florida limited partnership,

ATTEST:

By: **A-1 Rapid Storage, L.C.,**
a Florida limited liability company,
General Partner



By: 
Joseph D. Zigulich, Jr., President

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98 AUG 26 PM 1:43