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December 29, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

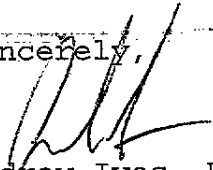
RE: Dissolution of Hollywood-Old Dixie Self Storage, Inc.

Dear Sirs;

Please find enclosed the original Articles of Dissolution in regards to the above referenced Corporation. Also, we are enclosing a check in the amount of \$43.75 for the filing of the Dissolution and a certified copy of same.

If you should need anything further, please do not hesitate to contact us.

Sincerely,


Andrew Ives, Esq.
GENET, CRISCUOLO & MILGRIM, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.1403 OF THE FLORIDA BUSINESS CORPORATION
ACT OF HOLLYWOOD-OLD DIXIE SELF STORAGE, INC.

To: Department of State
Tallahassee, FL 32314

Date Paid:
Filing Fee:

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Hollywood-Old Dixie Self Storage, Inc.

2. The names and respective addresses of the officers of the Corporation are as follows:

Norman Herman, Pres., Sec., Treas.,
20185 East Country Club Drive
Apt. #1202
North Miami Beach, FL. 33180

3. The names and respective addresses of the directors of the Corporation are as follows:

Norman Herman
20185 East Country Club Drive
Apt. #1202
North Miami Beach, FL. 33180

Sandy Herman
20185 East Country Club Drive
Apt. #1202
North Miami Beach, FL. 33180

4. Dissolution was authorized by the directors on December 9th, 1998.

5. The number of votes cast for Dissolution was sufficient for approval, as same was approved by a two thirds majority.

6. All liabilities and obligations of the Corporation have been paid or discharged, and other arrangements have been made for same, as there currently are no known outstanding liabilities or obligations.

7. All the properties and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed among the Shareholders in accordance with their respective rates and interest, except as are being held for the potential payment of any future debts, obligations, or liabilities which may rise from the Corporation.

8. There are no actions pending against the Corporation in any Court.

9. The Corporation elected to dissolve by act of the Corporation, a Resolution to dissolve having been duly adopted by the Shareholders on December 22nd, 1998. A copy of the Resolution is attached to these Articles.

Dated this ____ day of December, 1998

Norman Herman President
Norman Herman, President

Norman Herman Sec
Norman Herman, Secretary

MINUTES OF SPECIAL SHAREHOLDERS MEETING
OF

HOLLYWOOD-OLD DIXIE SELF STORAGE, INC.

MINUTES of this special meeting of the Shareholders held at the office of counsel for the corporation at 99 N.E. 167th Street, North Miami Beach, FL on the 22nd day of December, 1998, at 11:00 A.M. as per the Notice of Special Shareholder's Meeting.

The President of the corporation called the meeting to order. The Secretary called the roll and the following Shareholders were found present by telephone:

Norman Herman

Norman Herman acted as Chairman and Secretary of the meeting.

The Shareholders waited until 11:15 A.M. to conduct the Meeting. At that time no other Shareholders were found to be present in person or by telephone.

The Secretary presented a Notice of the Special Shareholders Meeting, and finding response from the Shareholders, the secretary was then directed to include the Notice in the corporate book immediately preceding the minutes of this meeting.

The Shareholders reviewed the recommendation of the Board of Directors to dissolve the Corporation, and finding that it is in the best interest of the Corporation and its' Shareholders that the Corporation be dissolved; it is

Resolved, that the Shareholders adopt the resolutions recommending the dissolution of this Corporation and ordering that Articles of Dissolution be prepared and submitted to the Secretary of State.

Further resolved, that more than a majority of the shares voted to authorize the dissolution.

Further resolved, that the appropriate officers of the Corporation are directed to cease the business operations of the Corporation, except any action that may be necessary to wind up and liquidate the Corporations Business and Affairs and to take any further action that may be necessary or appropriate to carry out the intent of this resolution.

Further resolved, that the monies being held by the Corporation for potential claims and winding up of the business, be transferred into a Trust Account in which Norman Herman would be the Trustee. In addition, Norman Herman would be authorized to pay appropriate claims against the monies, as well as he would distribute any interest accrued to the Shareholders by April 15 of the year following the accrual of any interest. Further, Norman Herman would be authorized to report any said distributions to the appropriate taxing entities under each Shareholder's Social Security Number and based on each Shareholder's previous existing interest in the Corporation. In all other respects, the money would be held and distributed pursuant to the August 14, 1998 Shareholders' resolution.

There being no further business to come before the meeting, and upon motion duly made and approved, the meeting was thereupon adjourned.

Norman Herman Shareholder/RRS/Sec.
Norman Herman/Director/Secretary/Shareholder
As to 333.34 Shares