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**MERGER OR SHARE EXCHANGE**

**ORLANDO WEST MERGER, LLC**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 26, 2003

ORLANDO WEST MERGER, LLC  
6424 PINECASTLE BLVD.  
SUITE A  
ORLANDO, FL 32809US

SUBJECT: ORLANDO WEST MERGER, LLC  
REF: L03000054342

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES OF MERGER  
OF ORLANDO WEST SELF-STORAGE, LLP  
INTO ORLANDO WEST MERGER, LLC**

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Pursuant to Sections 608.4382 and 620.8907 of the Florida Statutes, the undersigned, **ORLANDO WEST SELF-STORAGE, LLP**, a Florida limited liability partnership, and **ORLANDO WEST MERGER, I.I.C.**, a Florida limited liability company, do hereby adopt the following Articles of Merger for the purpose of merging **ORLANDO WEST SELF-STORAGE, LLP** into **ORLANDO WEST MERGER, LLC**:

**ARTICLE I  
PLAN OF MERGER**

A Plan of Merger setting forth the terms and conditions of the merger of **ORLANDO WEST SELF-STORAGE, LLP** into **ORLANDO WEST MERGER, LLC** is attached hereto and incorporated herein by reference.

**ARTICLE II  
ADOPTION OF PLAN**

The aforesaid Plan of Merger was approved by unanimous consent of the partners of **ORLANDO WEST SELF-STORAGE, LLP** on the 24<sup>th</sup> day of December, 2003, and by consent of the sole member of **ORLANDO WEST MERGER, LLC** on the 24<sup>th</sup> day of December, 2003.

**ARTICLE III  
EFFECTIVE DATE**

The Plan of Merger shall be effective at 11:57 p.m. EST, the 31st day of December, 2003.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers this 24<sup>th</sup> day of December, 2003.

**ORLANDO WEST SELF-STORAGE, LLP    ORLANDO WEST MERGER, LLC**

By: **BAILES PROPERTIES, INC.**, its  
Managing Partner

By: **ORLANDO WEST SELF-STORAGE,  
LLP**, its Sole Member

By: Charles E. Bailes Jr.  
Charles E. Bailes, Jr., President

By: **BAILES PROPERTIES, INC.**, its  
Managing Partner

By: Charles E. Bailes Jr.  
Charles E. Bailes, Jr., President

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## PLAN AND AGREEMENT OF MERGER

**THIS PLAN AND AGREEMENT OF MERGER** (hereinafter called this "Plan"), is made and entered by and between **ORLANDO WEST SELF-STORAGE, LLP**, a Florida limited liability partnership (the "Partnership"), and **ORLANDO WEST MERGER, LLC**, a Florida limited liability company (the "Company"), effective as of 11:57 p.m. EST, the 31st day of December, 2003 (the "Effective Date").

**WHEREAS**, the partners of the Partnership have determined that it is advisable and in the best interest of the Partnership and its partners, and the sole member of the Company has determined that it is advisable and in the best interest of the Company and its sole member, that the Partnership be merged into the Company on the terms herein set forth;

**WHEREAS**, the partners of the Partnership, by resolution duly adopted, have approved and adopted this Plan; and

**WHEREAS**, the sole member of the Company, by resolution duly adopted, has approved and adopted this Plan;

**NOW, THEREFORE**, the Partnership and the Company, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Florida hereby agree as follows:

1. **Existence of Surviving Company.** As of the Effective Date, the Partnership shall be merged with and into the Company, and the Company shall be the surviving entity (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company (hereinafter sometimes referred to as the "Surviving Company") shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Partnership shall be merged into the Surviving Company, and the Surviving Company shall be fully vested therewith. The separate existence of the Partnership, except insofar as otherwise specifically provided by law, shall cease as of the Effective Date, whereupon the Partnership and the Surviving Company shall be and become one single entity.

2. **Executive Office of Surviving Company; Name and Address of Managing Member.** The mailing address and street address of the Surviving Company is 6424 Pinecastle Blvd., Suite A, Orlando, Florida 32809. The Managing Member of the Surviving Company is Bailes Properties, Inc., a Florida corporation, and its mailing address and street address is 6424 Pinecastle Blvd., Suite A, Orlando, Florida 32809.

3. **Articles of Organization of Surviving Company.** Subject to the amendment provided in Paragraph 4 hereof, the Articles of Organization of the Company, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Organization of the Surviving Company.

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4. Amendment to Articles of Organization of Surviving Company. Upon the Effective Date, the name of the Surviving Company shall be changed to **ORLANDO WEST SELF-STORAGE, LLC**.

5. Operating Agreement of Surviving Company. The Operating Agreement of the Company as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Operating Agreement of the Surviving Company until amended in accordance with law.

6. Conversion and Exchange of Interests. The manner of converting and exchanging the interests in each of the Partnership and the Company shall be as follows: As of the Effective Date, each partner of the Partnership shall surrender to the Company, or its designated agent, its entire right, title, and interest in the Partnership, and each such person shall be entitled upon such surrender to receive in exchange therefore an equal right, title, and interest in the Company.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles to be signed this 24th day of December, 2003.

**ORLANDO WEST SELF-STORAGE, LLP    ORLANDO WEST MERGER, LLC**

By: BAILES PROPERTIES, INC., its  
Managing Partner

By: ORLANDO WEST SELF-STORAGE,  
LLP, its Sole Member

By: Charles E. Bailes, Jr.  
Charles E. Bailes, Jr., President

By: BAILES PROPERTIES, INC., its  
Managing Partner

By: Charles E. Bailes, Jr.  
Charles E. Bailes, Jr., President