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LIMITED LIABILITY COMPANY

U-Stor Zephyrhills, LLC

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF ORGANIZATION
OF
U-STOR ZEPHYRHILLS, LLC**

The undersigned hereby certifies that he has formed a limited liability company under the
State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the limited liability company shall be U-STOR ZEPHYRHILLS, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

2641 McCormick Drive, Suite 102
Clearwater, FL 33759

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

ARTICLE III

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Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by an operating agreement adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Emil C. Marquardt, Jr. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Emil C. Marquardt, Jr., is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMillen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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ARTICLE VI

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Management

The limited liability company is to be managed by a manager-management company. The names and addresses of the Manager is as follows:

Name	Address
U-Stor Management Corporation	2641 McCormick Drive Suite 102 Clearwater, FL 33759

ARTICLE VII

Operating Agreement

The Members of the limited liability company shall adopt an operating agreement pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23rd day of June, 2004.

By: 

Emil C. Marquardt, Jr.
Attorney and Authorized Representative
for the Members and the Manager

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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CLERK OF CIRCUIT COURT
BALAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was sworn to and subscribed before me under oath this 23rd day of June, 2004, by EMIL C. MARQUARDT, JR., who is personally known to me or produced N/A as identification.

Marilyn Finner
Notary Public
Print name: _____
My commission expires: _____



Marilyn Finner
My Commission DOB34201
Expires June 25, 2005

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TALLAHASSEE, FLORIDA

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Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

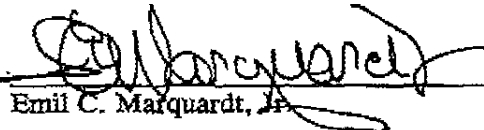
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:
U-STOR ZEPHYRHILLS, LLC
2. The name and address of the registered agent and office is:

Emil C. Marquardt, Jr.
625 Court Street
Suite 200
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 23rd day of June, 2004.


Emil C. Marquardt, Jr.

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TALLAHASSEE, FLORIDA

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
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