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**LIMITED LIABILITY COMPANY**

U-Stor Ridge Road, LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$160.00

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**RESTATED ARTICLES OF ORGANIZATION**  
**OF**  
**U-STOR RIDGE ROAD, LLC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, being all of the members of U-Stor Ridge Road, LLC, have agreed to restate the Articles of Organization filed with the Florida Department of State on August 27, 1999, in the following manner:

1. Name and Address. The name of the Company shall be U-STOR RIDGE ROAD, LLC (the "Company"). The mailing address of the Company shall be 3060 Alternate 19 North, Palm Harbor, Florida 34683, and the principal address is the same.
2. Duration. The Company shall have perpetual existence.
3. Purpose. The purpose of the Company shall be solely to acquire, operate and dispose of that real property described in the attached Exhibit A, commonly known as U-Stor Self Storage, in Port Richey, Florida [the "Property"]. So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association [and its successors and/or assigns (collectively "Lender")] except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest [legal or equitable] in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

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4. Registered Office and Agent. The name and address of the initial registered agent is EMIL C. MARQUARDT, JR., whose address is 625 Court Street, Suite 200, Clearwater, Florida 33756.
5. Capital Contributions. The members of the Company have initially contributed to the capital of the Company the cash or property set forth in the Affidavit of Membership attached as Exhibit B.
6. Admission of New Members. No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all other members of the Company (other than the member proposing to dispose of his or her interest) approve of the proposed transfer by unanimous written consent.
7. Management. The Company shall be managed by U-Stor Management Corporation. Management by U-Stor Management Corporation shall be in accordance with the terms of the Operating Agreement of U-Stor Ridge Road, LLC as in effect from time to time. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

John and Janice Bork  
2712 Powell Lane  
Tarpon Springs, FL 34689

Peter V. and Cynthia L. DeNunzio  
3001 Leprechaun Lane  
Palm Harbor, FL 34683

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8. Dissolution. Notwithstanding anything to the contrary contained in these Articles of Organization, the Company and its members hereby waive their right to dissolve or terminate [and waive their right to consent to the dissolution or termination of] the Company or these Articles of Organization, and shall not take any action toward that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association [and its successors and/or assigns, collectively, ("Lender")], except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any member, or any other event or act causing dissolution of the Company pursuant to these Articles of Organization, shall not constitute an event of liquidation, dissolution or termination of the Company or these Articles of Organization, except upon the express prior written consent of Lender. Any amendments to these Articles of Organization shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This section 8 shall cease to be of further force and effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

9. Amendment. These Articles of Organization may only be amended with the consent of all members and as long as the Company is obligated on any indebtedness to Lender, Lender must consent to any amendment.


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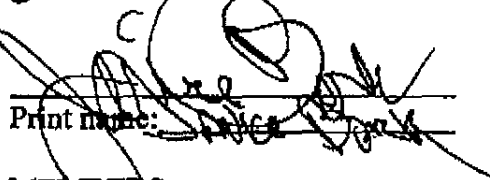
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WHEREAS, the undersigned, as members of the Company, have executed these Restated Articles of Organization on this 8<sup>th</sup> day of November, 2005.

  
Print name: Robert D. DeGiacomo

  
Print name: Cynthia V. DeMunzio

  
Print name: John Bork

  
Print name: John Bork

MEMBERS

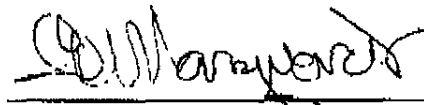
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Having been designated as the Registered Agent in the above and foregoing Restated Articles of Organization, the undersigned is familiar with, and accepts the obligations of the position of Registered Agent.



Emil C. Marquardt, Jr.  
Registered Agent

STATE OF FLORIDA  
PINELLAS COUNTY

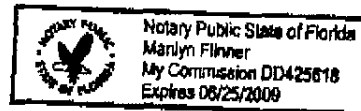
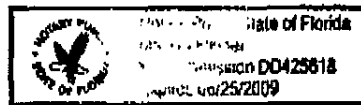
The foregoing was acknowledged before me this 8<sup>th</sup> day of November, 2005, by EMIL C. MARQUARDT, JR., who is personally known to me, or who has produced N/A as identification..



Notary Public

Print name: \_\_\_\_\_

My commission expires: \_\_\_\_\_



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TALLAHASSEE, FLORIDA

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**EXHIBIT A**

A portion of Tracts 26, 31 and 32 of PORT RICHEY LAND COMPANY SUBDIVISION of Section 27, Township 25 South, Range 16 East, as recorded in Plat Book 1, pages 60 and 61 of the Public Records of Pasco County, Florida, being further described as follows:

Commence at the southwest corner of the northwest 1/4 of said Section 27; thence along the south boundary line of the northwest 1/4 of said Section 27, S.89°45'28"E., 852.43 feet to the east boundary line of the west 415 feet of said Tract 31; thence along the east boundary line of the west 415 feet of said Tract 31, N.00°02'32"E., 55.00 feet to the north right-of-way line of Ridge Road for a Point of Beginning; thence continue along said east boundary line of the west 415 feet of Tract 31, N.00°02'32"E., 267.00 feet to the south boundary line of EMBASSY HILLS UNIT TWENTY as recorded in Plat Book 16, page 120 of the Public Records of Pasco County, Florida; thence along said south boundary line of said EMBASSY HILLS UNIT TWENTY, S.89°45'28"E., 573.22 feet; thence leaving said south boundary line, S.00°10'55"W., 267.00 feet to the aforementioned north right-of-way line of Ridge Road; thence along said north right-of-way line, N.89°45'28"W., 572.57 feet to the Point of Beginning.

Containing 3.512 acres more or less.

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EXHIBIT BU-STOR RIDGE ROAD, LLC

1. The above-named limited liability company has four (4) members.
2. The names of the members and cash contributions to date are as follows:

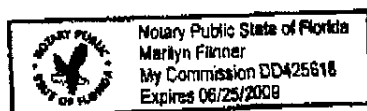
<u>Name</u>	<u>Cash Contributed</u>	<u>Percentage of Ownership</u>
John Bork	\$1,500	15%
Janice Bork	\$1,500	15%
Peter V. DeNunzio	\$3,500	35%
Cynthia L. DeNunzio	\$3,500	35%

3. There has been no other property other than cash contributed to date by any of the members.
4. The total amount of cash and property initially contributed by the members is \$10,000.00, which is the total hereinabove set forth.

*Emil C. Marquardt, Jr.*  
 Emil C. Marquardt, Jr.  
 Attorney for U-Store Ridge Road, LLC

STATE OF FLORIDA  
 PINELLAS COUNTY

The foregoing was acknowledged before me this 8<sup>th</sup> day of November, 2005,  
 by Emil C. Marquardt, Jr., who is personally known to me, or who has produced \_\_\_\_\_  
N/A as identification..



*Marilyn Finner*  
 Notary Public  
 Print name: \_\_\_\_\_  
 My commission expires: \_\_\_\_\_

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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