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October 23, 1995

400 CLEVELAND STREET
P.O. BOX 1069 (ZIP 34617)
CLEARWATER, FLORIDA 34618
(813) 441-6966 FAX (813) 442-6470

IN REPLY REFER TO:
Tallahassee

900001621429
-10/26/95--01087--018
*****285.00 *****285.00

Division of Corporations
Limited Liability Corporation Section
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

Dear Sir or Madam:

Enclosed for filing are an original and one copy of Articles of Organization of SecurCare of Florida, L.C. Also, enclosed is our check for \$285.00 to cover the filing fee. Please date stamp the copy and return it with the messenger delivering package.

If you have any questions, please call.

Sincerely,

Carla Green

Carla A. Green
For the Firm

CAG/cv
Enclosures

cag\ltr\ltd-lia.sos

55 OCT 23 PM 3:35

FILED

FLORIDA

Call when Ready (Chris Vause)

425-5350

DECEMBER 23 1995

**ARTICLES OF ORGANIZATION
OF
SECURCARE OF FLORIDA, L.C.**

FILED
95 OCT 23 PM 3:35
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida limited Liability Company Act, F.S. Chapter 608, hereby make(s), acknowledge(s), and file(s) the following Articles of Organization.

ARTICLE 1 -- NAME

The name of the liability company shall be SecurCare of Florida, L.C. ("the Company").

ARTICLE 2 -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 8400 E. Prentice Ave., Suite 1416, Englewood, CO 80111.

ARTICLE 3 -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed in the Florida Department of State. The Company's existence shall terminate not later than thirty years thereafter, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 4 -- REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company is 227 S. Calhoun Street, Tallahassee, FL 32302. The name of its initial registered agent at such address is Carla A. Green, Attorney. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE 5 -- CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE 6 -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only upon the unanimous consent of all Members.

ARTICLE 7 -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and upon such terms and conditions as shall be determined by all the Members. A member may transfer his/her/its interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or to become a Member unless all the other Members of the Company, other than the Member proposing to transfer his/her/its interest approve(s) the proposed transfer by unanimous written consent.

ARTICLE 8 -- TERMINATION OF EXISTENCE/CONTINUATION

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the remaining Members unanimously consent in writing to continue the business of the Company within ninety (90) days after the termination, provided there are at least two remaining Members.

ARTICLE 9 -- MANAGEMENT

The Company shall be managed by the Company's Managers in accordance with the Operating Agreement signed by the Members for the management and operation of the business and affairs of the Company. Said Operating Agreement may contain any provisions not inconsistent with law or with these Articles of Organization. The Company shall initially have two Managers. The names and addresses of the two persons who shall serve as Managers until the first annual meeting of Members, or until their successors are elected and shall qualify for office are as follows:

<u>Name</u>	<u>Business Address</u>
Arlen D. Nordhagen	8400 E. Prentice Ave. Suite 1416 Englewood, CO 80111
Robert C. Benson	8400 E. Prentice Ave. Suite 1420 Englewood CO 80111

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in the State of Florida, on this 20 day of October, 1995.

Signed: SecurCare Self Storage, Inc., Member (a Colorado corporation)

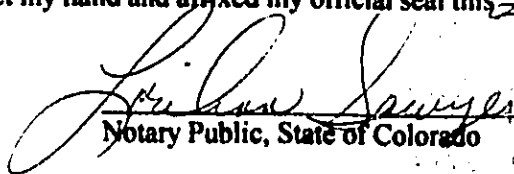
By: Arlen D. Nordhagen
Arlen D. Nordhagen, Treasurer

STATE OF COLORADO

COUNTY OF ENGLEWOOD

Before me appeared Arlen D. Nordhagen, to me known to be an authorized representative of a Member of the above named limited liability company and the person who has subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 20 day of October, 1995


Notary Public, State of Colorado

My Commission Expires April 6, 1999

Exhibit A

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member, by its authorized representative of a Member of SecurCare of Florida, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$4,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$____(NA)____. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ ~~*(Presently undetermined)*~~ _____. This total includes amounts from 2 and 3 above. *1,000,000

THE AFFIANT SAYS NOTHING FURTHER

Dated. 10/20/95

Signed: SecurCare Self Storage, Inc., Member (a Colorado corporation)

By: Arlen D. Nordhagen
Arlen D. Nordhagen, Treasurer

STATE OF COLORADO

COUNTY OF ARAPAHOE

Before me personally appeared Arlen D. Nordhagen, to me known to be an authorized representative of a Member of the above limited liability company and who subscribed the above Affidavit of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 20 day of October, 1995.

[Signature]
Notary Public, State of Colorado

My Commission Expires _____

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

The name and address of the registered agent and registered office are:

Carla A. Green
227 South Calhoun Street
Tallahassee, Florida 32302

55 OCT 23 PM 3:35
TALLAHASSEE, FLORIDA

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 said appointment 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 am familiar with and accept the obligations of my position as Registered Agent.



Carla A. Green
Registered Agent

Date: October 23, 1995