

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 917 9171
904 917 9171

1-800-44-0000

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PREMISE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 057442 4320888
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : August 19, 1996
ORDER TIME : 10:04 AM
ORDER NO. : 057442
CUSTOMER NO: 4320888
CUSTOMER: Ms. April Haley
LIVINGSTON PATTERSON
STRICKLAND & WEINER, P.A.
46 N. Washington Blvd.
Sarasota, FL 34236

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 19 PM 12:25

DOMESTIC FILING

NAME: VILLE L.C.

500001929765
-08/22/96--01053--013
****337.50 ****337.50

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry
EXAMINER'S INITIALS:

RECEIVED
96 AUG 19 AM 10:53
DIVISION OF CORPORATIONS
8/19/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 19 PM 12:25

**ARTICLES OF ORGANIZATION
VILLE L.C.**

The undersigned, desiring to form a limited liability company (the "Company") pursuant to the Florida Limited Liability Company Act, hereby make and declare these Articles of Organization.

Article I - Name

The name of the Company is VILLE L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration of the Company shall continue thereafter for a period of 30 years unless the Company is sooner dissolved by unanimous vote of its members.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, and selling storage facilities, and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing address of the Company is 2106 Bispham Road, Suite B, Sarasota, FL 34231, and the street address of the principal office of the Company is 2106 Bispham Road, Suite B, Sarasota, FL 34231.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Company is Vickie L. Shesler, 46 North Washington Boulevard, Suite 1, Sarasota, FL, 34236.

Article VI - Membership

Additional members may be admitted to the Company with the consent of members holding at least two-thirds interest in the Company if permitted by law and upon such terms as may be agreed upon by such members.

A member's interest in the Company may not be transferred or assigned except with the prior written consent of all other members.

Article VII - Continuance of Company

The remaining members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member at the election of those members who then have a majority of the capital contributions to the Company.

Article VIII - Management

The management of the Company shall be reserved to its members. The names and addresses of the members are set forth in Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14 day of August, 1996.

SANVIN, INC., a Florida
corporation

By: _____

D. Greer
Donald F. Greer
Its President
Organizing Member

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VILLE L.C.
Limited Partners

MEMBER	CASH CONTRIBUTED
1116304 Ontario Inc. Attn: Terry Yates 253 Robins Road Ancaster, Ontario L9G 2L6	\$100,000.00
Sackville Holdings, Inc. Attn: Arthur S. Labatt c/o Trimark Investment Management, Inc. One First Canadian Place, #5600 Toronto Ontario M5X 1E5	\$100,000.00
100070 Ontario Limited Attn: Paul R. Curley c/o Advance Planning & Comm. Inc. 95 St. Clair Avenue W. #1605 Toronto, Ontario M4V 1N6	\$ 50,000.00
Sanvin, Inc. Attn: Donald F. Greer 344 Lytton Blvd. Toronto, Ontario M4N 1R8	\$100,000.00
John E. Johnson 627 Buchanan Street Davis CA 95616	\$ 50,000.00
Parbirdie Holdings, Inc. Peter Deeks 4 Highland Crescent Toronto, Ontario M4W 2S7	\$ 50,000.00
Ronald Loughheed 44 Blueridge Road Willowdale, Ontario M2K 1R9	\$ 50,000.00
American Devcon Corporation Richard Bennett 2106 Bispham Road, #B Sarasota FL 34231	\$100,000.00
	<hr/>
	\$600,000.00

MUNICIPALITY OF
STATE OF FLORIDA TORONTO
COUNTY OF TORONTO
CITY

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Donald F. Greer, as President of Sanvin, Inc., a Florida corporation, who, being by me first duly sworn on oath, deposes and says:

1. That Sanvin, Inc. is a member of Ville L.C.
2. That he is authorized to make and execute this Affidavit on behalf of Sanvin, Inc.
3. That Ville L.C. has at least two members.
4. That the total amount of cash contributed by the members is \$600,000.00 as set forth in Exhibit "A." No other property has been contributed by the members.

Dated: August 15, 1996


Donald F. Greer

The foregoing was acknowledged before me this 15 day of August, 1996, by Donald F. Greer, as President of Sanvin, Inc., a Florida corporation. He is personally known to me or has produced identification.


Notary Public

(print name of notary)

(serial number, if any)
My Commission Expires:

Instrument Prepared By:
John Patterson
LIVINGSTON, PATTERSON, STRICKLAND
& WEINER, P.A.
46 N. Washington Blvd., #1
Sarasota, FL 34236
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NICHOLAS ERNST JOHN DIETRICH
NOTARY PUBLIC
IN AND FOR THE PROVINCE OF ONTARIO
My Commission is for life

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 19 PM 12: 25


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, 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 VILLE L.C.

2. The name and address of the registered agent and office is: Vickie L. Shesler, 46 N. Washington Boulevard, Suite 1, Sarasota, Florida 34236.

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.


VICKIE L. SHESLER
Date: August 14, 1996

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