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ATTORNEYS AT LAW  
SUITE 401

2200 CORPORATE BOULEVARD, N.W.  
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\* BOARD CERTIFIED MARITAL AND FAMILY LAW and  
FELLOW AMERICAN ACADEMY MATRIMONIAL LAWYERS

TELESCOPIER: 881-997-9224

FILED  
JAN 20 11:54  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

December 19, 1996

VIA FEDERAL EXPRESS

EFFECTIVE DATE

12-19-96

Secretary of State  
Division of Corporations  
Limited Liability Company Section  
409 East Gaines Street  
Tallahassee, Florida 32301

300002035463--2  
-12/20/96--01102--001  
\*\*\*337.50 \*\*\*337.50

Re: Marina Storage Systems, L.C.

Gentlemen:

We enclose the original and one copy each of the Articles of Organization, Acceptance of Registered Agent, and Affidavit of Capital Contributions, for the above-referenced limited liability company, together with our check in the amount of \$337.50 for the filing fee and the certified copy of the Articles of Organization.

Please certify the enclosed copy and return it to us, together with the filing receipt, to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

*Joseph R. Cook*  
Joseph R. Cook, Esq.

JRC/lmm

Enclosures

W96-2708

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RECEIVED JAN 3 1997

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January 2, 1997

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Limited Liability Company Section  
409 East Gaines Street  
Tallahassee, Florida 32301

Att: Freida Chesser, Corporate Specialist

Re: Marina Storage Systems, L.C.

Dear Ms. Chesser:

In accordance with your letter dated December 27, 1996, we have set forth the company's principal office and mailing address and are returning these papers for filing. Please note, we previously sent you the filing fee. We enclose the original and one copy each of the Articles of Organization, Acceptance of Registered Agent, and Affidavit of Capital Contributions, for the above-referenced limited liability company. Please certify the enclosed copy and return it to us, together with the filing receipt, to our offices at the address indicated above.

Thank you for your cooperation in this matter.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

*Joseph R. Cook*  
Joseph R. Cook, Esq.

JRC/lmm  
Enclosures

FILED  
96 DEC 20 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

December 27, 1996

HUNT COOK RIGGS MEHR & MILLER  
ATTN: JOSEPH R COOK ESQUIRE  
2200 CORPORATE BLVD NW STE 401  
BOCA RATON, FL 33431

SUBJECT: MARINA STORAGE SYSTEMS, L.C.  
Ref. Number: W96000027081

**FILED**  
96 DEC 20 AM 11:54  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We have received your document for MARINA STORAGE SYSTEMS, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 896A00057504

ARTICLES OF ORGANIZATION  
OF  
MARINA STORAGE SYSTEMS, L.C.

**FILED**  
96 DEC 20 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**EFFECTIVE DATE**  
12-19-96

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby adopt the following Articles of Incorporation for MARINA STORAGE SYSTEMS, L.C.:

1. The name of the limited liability company is MARINA STORAGE SYSTEMS, L.C. ("Company"), whose principal office and mailing address is 1490 S.W. 63rd Terrace, Plantation, FL 33317.

2. The effective date of the Company's existence pursuant to Section 608.409 of the Florida statutes shall be December 19, 1996, provided such date is within five (5) business days prior to the date of filing the Articles of Organization with the Secretary of State. The Company's existence shall terminate not later than thirty (30) years after it's existence commenced, unless the Company is earlier dissolved as provided in the Regulations for the Company.

3. The name and street address of the initial registered Agent for the Company is as follows:

HCRM CORP.  
2200 Corporate Boulevard, N.W.  
Suite 401  
Boca Raton, FL 33431

4. Additional members may be admitted to the Company in accordance with the terms of the Regulations of the Company, which Regulations shall be unanimously agreed to by the members.

5. The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, in accordance with the terms of the Regulations for the Company, which Regulations shall be unanimously agreed to by the members.

6. The Company is to be managed by managers, which managers may also be members of the Company. The names and addresses of the initial managers of the Company are as follows:

Walt Leaman, Jr.  
1490 S.W. 63rd Terrace  
Plantation, FL 33317

Paul Altmann  
8814-B S.W. 22nd Street  
Boca Raton, FL 33433

The foregoing members shall serve until the first meeting of the members or until their successors are duly elected and qualified in accordance with the terms of the Regulations of the Company.

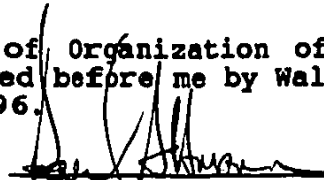
Executed and subscribed at Boca Raton, Florida on December

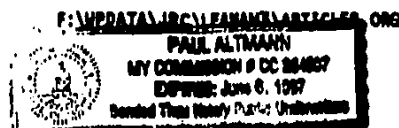
19, 1996.

  
Walter Leaman, Jr. Member

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH)

The foregoing Articles of Organization of MARINA STORAGE SYSTEMS, L.C. were acknowledged before me by Walt Leaman, Jr. on this 19 day of December, 1996.

  
Notary Public  
My commission expires:



Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of MARINA STORAGE SYSTEMS, L.C. and acknowledges that it is familiar with the obligations of that position.

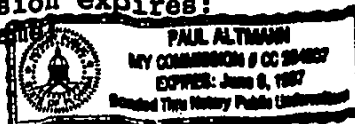
HCRM CORP.

By: Joseph R. Cook  
Joseph R. Cook, Vice President

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH)

The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 19 day of December, 1996 on behalf of the Corporation.

Paul Altmann  
Notary Public  
My commission expires:  
Printed Name:



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR  
MARINA STORAGE SYSTEMS, L.C.

STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF PALM BEACH            )

The undersigned, being duly sworn, deposes, certifies and states:

1. The Company has at least two (2) members.
2. The members have made a Capital Contribution of \$5,000 to the Company, and the members have not agreed to contribute any property other than cash to the Company.
3. It is not currently anticipated that the members shall contribute any additional capital to the Company

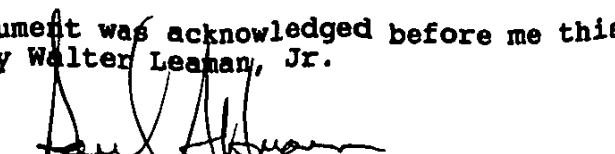
Under penalties of perjury, I declare that I have examined this affidavit, and to the best of my knowledge and belief it is true, correct and complete.

Dated: December 19, 1996

MEMBER:

  
Walter Leaman, Jr.

The foregoing instrument was acknowledged before me this 19 day of December, 1996, by Walter Leaman, Jr.

  
Notary Public  
My commission expires:

