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PAGE 2/7

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NAME: PROGRESSIVE AUTO STORAGE, LLC

AUDIT NUMBER.....H98000012987

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

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ARTICLES OF ORGANIZATION
OF
PROGRESSIVE AUTO STORAGE, L.L.C.

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

ARTICLE I -- NAME

The name of the limited liability company shall be Progressive Auto Storage, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 720 Bald Eagle Drive, Marco Island, Florida, 34145.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is S. Dresden Brunner, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103-3013.

ARTICLE V -- 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 VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

Prepared By:
S. Dresden Brunner, Esq.
Florida Bar No. 0121886
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103
(941) 263-8898

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ARTICLE VII -- 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 on such terms and conditions as shall be determined by all 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 the 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. The initial members and their addresses are:

Peter G. Baker
866 Hyacinth Court
Marco Island, FL

Michael R. Kelly
Lisa M. Kelly
740 Bald Eagle Drive
Marco Island, FL

Michael D. Kelly
720 Bald Eagle Drive
Marco Island, FL

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations 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 name and address of the initial manager of the company is Michael D. Kelly, 720 Bald Eagle Drive, Marco Island, Florida.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at 4501 Tamiami Trail North, Naples, Florida, 34103-3013, on this 15th day of July, 1998.

S. Dresden Brunner
S. Dresden Brunner, Organizer and Authorized
Representative

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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of July, 1998, by S. Dresden Brunner, who is personally known to me.

Bethel Jane Nagy
Notary Public, State of Florida



Bethel Jane Nagy
My Commission CC580683
Expires Nov. 09, 2000

Bethel Jane Nagy
Print, Type, or Stamp
Commissioned Name of Notary Public

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Progressive Auto Storage, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

S. Dresden Brunner
S. Dresden Brunner,
Registered Agent

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"EXHIBIT A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Progressive Auto Storage, L.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 \$1,550.00.
3. If any, the agreed value of property other than cash contributed by member(s) is NONE.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,550.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: July 15, 1998

S. Dresden Brunner
S. Dresden Brunner,
Authorized Representative

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of July, 1998, by S. Dresden Brunner, who is either personally known to me or who has produced _____ as identification.



Bethel Jane Nagy
My Commission OC580683
Expires Nov. 09, 2000

(SEAL)

Bethel Jane Nagy
Notary Public, State of Florida

Bethel Jane Nagy
Print, Type or Stamp
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