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Division of Corporations

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**Florida Department of State
 Division of Corporations
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To: Division of Corporations
 Fax: (850) 922-4000

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Contact: Deana
 Account: I199800000001
 Phone: 561-368-3584
 Fax: 561-368-~~3584~~ 19916

Southstar Storage L.L.C.

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**ARTICLES OF ORGANIZATION OF
SOUTHSTAR STORAGE L.L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **SOUTHSTAR STORAGE L.L.C.** (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 751 Park of Commerce Drive, Suite 128, Boca Raton, Florida 33487.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows: Florida Lawdock, Inc., 222 Lakeview Avenue, West Palm Beach, Florida 33402.

ARTICLE IV

DURATION

This Company shall exist until December 31, 2017, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

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ARTICLE V
MANAGEMENT

The Company will be managed by members in accordance with the Company's regulations. The name and address of the managing member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Block	751 Park of Commerce Drive Suite 128 Boca Raton, Florida 33487


ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned member at Palm Beach, Florida on the _____ day of 7/24, 1998.



 Stephen Block
 751 Park of Commerce Drive, Suite 128
 Boca Raton, Florida 33487

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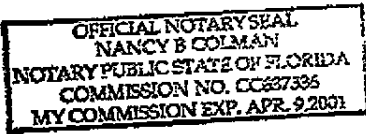
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State of Florida

County of Palm Beach

This foregoing instrument was acknowledged before me this 24th day of July 1998, by Stephen Block . He () is personally known to me or () has produced _____ as identification.

NOTARY SEAL



Nancy B. Colman
Notary Public Print name below:

My commission expires: _____

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CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

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


The name of the limited liability company is **SOUTHSTAR STORAGE L.L.C.**

The name of the initial registered agent of the limited liability company is Florida Lawdock, Inc., and the address of the office of the registered agent is: 222 Lakeview Avenue, West Palm Beach, Florida 33402.

REGISTERED AGENT ACCEPTANCE

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 that 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.

FLORIDA LAWDOCK, INC., a Florida corporation

By: 

Ned R. Nashban, Vice President

QUARLES & BRADY
1900 CLAYTON RD., SUITE 200
BOCA RATON, FLORIDA 33431
(561) 368-5400

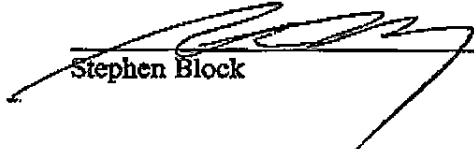
Date: 7/24/98, 1998

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
SOUTHSTAR STORAGE L.L.C.**

Before me, the undersigned authority, personally appeared **STEPHEN BLOCK**, a Member of **SOUTHSTAR STORAGE L.L.C.**, who, being first duly sworn deposes and says:

1. That the limited liability company known as **SOUTHSTAR STORAGE L.L.C.** has at least one (1) member.
2. The total amount of cash contributed by members of **SOUTHSTAR STORAGE L.L.C.** is **TWENTY FIVE THOUSAND DOLLARS (\$25,000.00)** cash.
3. No other property, other than cash, has been contributed by members.
4. The total of cash and property anticipated to be contributed by members is **FOUR HUNDRED FIFTY THOUSAND DOLLARS (\$450,000.00)**. This amount includes amounts from Paragraphs 2 and 3 above.

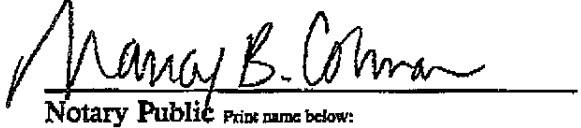
Further, Affiant sayeth naught.


Stephen Block

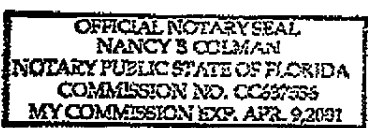
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State of Florida
County of Palm Beach

This foregoing instrument was acknowledged before me this 24th day of July, 1998, by Stephen Block, who is personally known to me or, who has produced _____ as identification.


Notary Public Print name below:

NOTARY SEAL



My commission expires: _____

QUARLES & BRADY
1900 GLADES RD., SUITE 200
BOCA RATON, FLORIDA 33431
(561) 368-5400