

L9800000/649



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8/27/98

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

PODS LLC and L9800000/649

Rope Development GP9000000/668

RUSH

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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***362.00 ***285.00

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FICTITIOUS NAME SEARCH

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Ordered By: _____

Date: _____

W48-19708



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98 SEP -1 AM 11:39

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATION

August 31, 1998

**NEED TODAY
RUSH**

UCC FILING & SEARCH

Attn: Joyce

SUBJECT: POPS LLC AND ROPE DEVELOPMENT
Ref. Number: W98000019708

*Corrected
Please backdate*

We have received your document for POPS LLC AND ROPE DEVELOPMENT and your check(s) totaling \$362.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A0004448

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98 SEP -2 AM 9:45

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98 AUG 27 AM 11:04

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

ROPE DEVELOPMENT

INTO

PORTABLES ON DEMAND STORAGE, L.L.C., a Florida entity,
L98000001649.

File date: August 27, 1998

Corporate Specialist: Michelle Hodges

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ARTICLES OF MERGER
OF

PORTABLES ON DEMAND STORAGE, L.L.C.,
a Florida limited liability company and
ROPE DEVELOPMENTS, a Florida general partnership

The undersigned entities, in accordance with the Florida Limited Liability Company Act and the Florida Revised Uniform Partnership Act of 1995, hereby adopt the following Articles of Merger.

Demand Storage, L.L.C.
ARTICLE I. Constituent Entities. The names of the constituent business entities that are parties to the Merger and these Articles of Merger are Portables on Demand Storage, L.L.C., a Florida limited liability company (the "Surviving Limited Liability Company") and ROPE DEVELOPMENTS, a Florida general partnership (the "Merged General Partnership"). (See below)

Demand Storage, L.L.C.
ARTICLE II. Surviving Limited Liability Company. The business entity that will survive the Merger is Portables on Demand Storage, L.L.C., a Florida limited liability company, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the members of the Surviving Limited Liability Company by unanimous written action of even date herewith as required by the applicable laws of the State of Florida, including but not limited to Chapter 608, and no statement as to the rights of dissenting members pursuant to Section 608.4384, Florida Statutes, is required. The Plan of Merger was duly adopted by the partners of the Merged General Partnership by unanimous written action of even date herewith as required by the applicable laws of the State of Florida, including but not limited to Chapter 620, and no statement as to the rights of dissenting partners pursuant to Section 620.4384, Florida Statutes Chapter 620 is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 26th day of August, 1998.

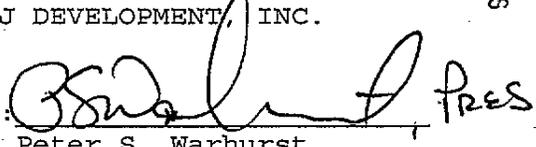
PORTABLES ON DEMAND STORAGE, L.L.C.

ROPE DEVELOPMENTS

By: JPJ DEVELOPMENT, INC.

By: JPJ DEVELOPMENT, INC.

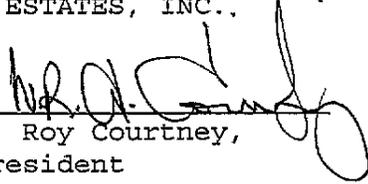
By: 
Peter S. Warhurst,
President

By: 
Peter S. Warhurst,
President

Article I. (continued) The Surviving Limited Liability Company is managed by a managing member. The name and address of the managing member are JPJ DEVELOPMENT, INC., 12200 34th Street North, Suite D, Clearwater, Florida 33762.

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By: VARO ESTATES, INC.,

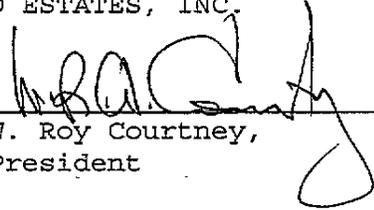
By: 
W. Roy Courtney,
President

By: DAVLIN INVESTMENTS, INC.

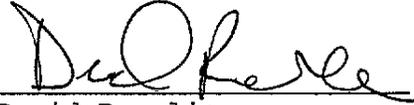
By: 
David Revelia,
President

129337

By: VARO ESTATES, INC.

By: 
W. Roy Courtney,
President

By: DAVLIN INVESTMENTS, INC.

By: 
David Revelia,
President

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PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of the 26th day of August, 1998, by and between Portables on Demand Storage, L.L.C. a Florida limited liability company (the "Surviving Limited Liability Company") and ROPE DEVELOPMENTS, a Florida general partnership (the "Merged General Partnership").

Recitals

A. The Surviving Limited Liability Company and the Merged General Partnership, each of which is classified as a partnership for tax purposes, desire to adopt a plan of merger within the meaning of Section 708 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of effecting a merger and continuation of the Surviving Limited Liability Company for tax purposes and for the purpose of effecting a merger of business entities pursuant to the Florida Limited Liability Company Act and the Florida Revised Uniform Partnership Act of 1995.

B. The Surviving Limited Liability Company desires to merge and combine with the Merged General Partnership in order to expand its business and further its purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger:

1. Plan of Merger Demand Storage, L.L.C. On the Effective Date of the Merger specified herein, ROPE DEVELOPMENTS, a Florida general partnership shall merge with and into Portables on Demand Storage, L.L.C., a Florida limited liability company, in accordance with the Merger laws of the State of Florida. Portables on Demand Storage, L.L.C., a Florida limited liability company, shall continue to exist under the laws of the State of Florida as the surviving limited liability company (the "Surviving Limited Liability Company") and the separate existence of ROPE DEVELOPMENTS, a Florida general partnership, (the "Merged General Partnership") shall terminate on the Effective Date of the Merger. (see below)

2. Articles of Organization. The Articles of Organization of the Surviving Limited Liability Company will not differ from its Articles of Organization before the Merger and shall not be changed by virtue of the Merger.

3. Regulations. The Regulations of the Surviving Limited Liability Company in effect on the Effective Date of the Merger shall be the Regulations of the Surviving Limited Liability Company until amended in accordance with law, or as specified in the Articles of Organization or Regulations.

Plan of Merger cont. The Surviving Limited Liability Company is managed by a managing member. The name and address of the managing member is JPJ DEVELOPMENT, INC., 12200 34th Street North, Suite D, Clearwater, Florida 33762.

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4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State. Each of the parties hereto agree that they shall execute such documents and such other instruments and take such acts or actions as may be necessary to effectuate this Merger. The Articles of Merger shall be in the form attached to this Plan of Merger.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged General Partnership shall cease. As provided by the Florida Limited Liability Company Act, the Surviving Limited Liability Company shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged General Partnership and be subject to all the restrictions, disabilities and duties of each such business entity; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged General Partnership shall be taken and deemed to be transferred to and vested in the Surviving Limited Liability Company without further act or deed; and the title to any real estate or any interest therein, vested in the Merged General Partnership shall not revert or in any way be impaired by reason of such Merger. The Surviving Limited Liability Company shall henceforth be responsible and liable for all liabilities and obligations of the Merged Partnership; and any claim existing or action or proceeding pending by or against the Merged General Partnership may be prosecuted as if such Merger had not taken place, or the Surviving Limited Liability Company may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged General Partnership shall be impaired by such Merger.

6. Combination of Interests. On the Effective Date of the Merger, each partnership interest in the Merged General Partnership and the rights to acquire interests, shares, obligations or securities in the Merged General Partnership shall be cancelled due to the fact that the members of the Merged General Partnership own all of the interests of the Surviving Limited Liability Company in the same ownership percentage. The membership interests of the Surviving Limited Liability Company and the rights to acquire interests, shares, obligations or securities in the Surviving Limited Liability Company shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Limited Liability Company.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a merger of partnerships pursuant to the provisions of Section 708 of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a merger of partnerships pursuant to said provisions of the Internal Revenue Code. For tax purposes, the Surviving Limited Liability Company shall be deemed to be a continuation of the Merged General Partnership and shall use the employer identification

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number of the Merged General Partnership. Each member of the Surviving Limited Liability Company shall have a capital account that combines its capital account balances in the Merged General Partnership and the Surviving Limited Liability Company.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Surviving Limited Liability Company shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged General Partnership as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The partners of the Merged General Partnership and the members of the Surviving Limited Liability Company may amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State.

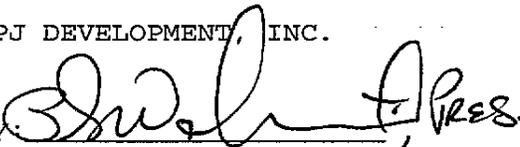
IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

PORTABLES ON DEMAND STORAGE, L.L.C.

ROPE DEVELOPMENTS

By: JPJ DEVELOPMENT, INC.

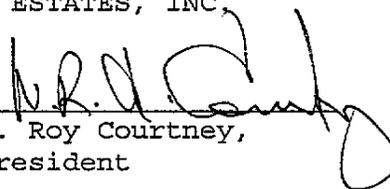
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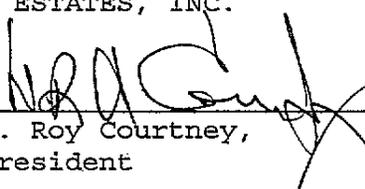
By: 
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President

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Peter S. Warhurst,
President

By: VARO ESTATES, INC.

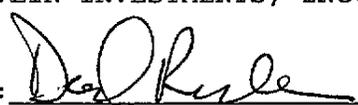
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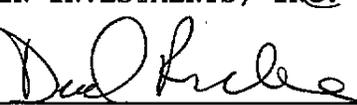
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By: DAVLIN INVESTMENTS, INC.

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By: 
David Revelia,
President

By: 
David Revelia,
President

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