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VIA FEDERAL EXPRESS

September 8, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/11/98--01067--006  
\*\*\*\*285.00 \*\*\*\*285.00

Attention: New Filings

Re: Allstate Mini Storage, L.C.  
Our File No. 16560010

Dear Sir or Miss:

Enclosed, for filing, please find an original and one copy of the Articles of Organization for Allstate Mini Storage L.C. ("L.C."), together with the Member's Affidavit and our firm's check payable to the Department of State in the sum of \$285.00. Please be kind enough to process the filing and return a stamped copy of the Articles and your Certificate to this office in the return mailer.

For your information, Mr. Post, one of the Members of the above-referenced L.C., is also an officer/director of Allstate Mini Storage Corp., a Florida corporation (the "Corporation"). Since the same parties are involved in both entities, please advise if the Corporation will have to provide a consent to the use of a similar name by the L.C. You can reach our corporate paralegal, Sue Zimmerman, at (941)348-3620 regarding this matter.

Should you have any question regarding this matter, please do not hesitate to call Sue Zimmerman or me.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST  
& BERMAN, P.A.

William D. Rohrer

WDR/sjz  
enclosures

cc: Mr. Russell  
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Client	
Secretary	
Updater	
Verifier	
Acknowledgment	
Post	
W. P. Verifier	

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
ALLSTATE MINI STORAGE, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is ALLSTATE MINI STORAGE, L.C.

ARTICLE II

DURATION

The period of this company's duration shall be perpetual, unless the company is dissolved earlier pursuant to the provisions of the Operating Agreement or the Act.

ARTICLE III

ADDRESS

The mailing and street address of the principal office of the limited liability company is 7 Barnwood Lane, Key Largo, FL 33037.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this company at that address is CORPCO, INC.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority in interest of the members of the company, upon the written application of such new member.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, incapacity, 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.

ARTICLE VII

MANAGEMENT OF COMPANY

Management of the company shall be vested in a manager who shall be elected annually by the members. The name and address of the manager is ADAM WHITLEY, 14812 Balgowan Rd., Miami Lakes, FL 33016

ARTICLE VIII

TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this 4th day of September, 1998.

  
\_\_\_\_\_  
RUSSELL POST, Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, we hereby accept this appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and I am familiar with and accept the obligations of our position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 4<sup>th</sup> day of <sup>September</sup> ~~July~~, 1998.

CORPCO, INC., a Florida corporation

By: Michael D. Katz  
MICHAEL D. KATZ, President

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT UNDER  
FLORIDA STATUTES §608.407(2)**

STATE OF FLORIDA )  
COUNTY OF )

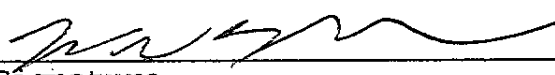
Before the undersigned authority, personally appeared RUSSELL POST, who, on oath says:

1. Affiant is a member of ALLSTATE MINI STORAGE, L.C.
2. That ALLSTATE MINI STORAGE, L.C. has at least two members.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is \$15,000.00, which is all cash and the property other than cash has a value of zero.
4. The amount anticipated to be contributed by the members is none.

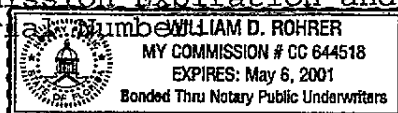
FURTHER AFFIANT SAYETH NAUGHT.

  
RUSSELL POST, Member

Sworn to and subscribed before me this 4th day of September, 1998, by RUSSELL POST, who is personally known to me ~~or who has~~ produced as identification.

  
Signature

Print Name  
NOTARY PUBLIC STATE OF FLORIDA  
Commission Expiration and  
Serial Number



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