

Division of Corporations

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From:

Account Name : ROBERT N. ALLEN, JR., P.A.
Account Number : 073324000622
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LIMITED LIABILITY COMPANY**America's Attic Self Storage, L.L.C.**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
AMERICA'S ATTIC SELF STORAGE, L.L.C.**

These Articles of Organization, made and entered into on this the 29th day of September, 1998, evidencing that the undersigned person(s) has declared the intention of forming a Limited Liability Company pursuant to Chapter 608 of the Florida Limited Liability Company Act and, in accordance with such statutes, the person(s) provides the following information:

**ARTICLE I
NAME**

The name of this limited liability company shall be America's Attic Self Storage, L.L.C.

**ARTICLE II
DURATION**

The period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address of its initial principal office is 1250 20th Street, Miami Beach, Florida 33139. The street address is 1250 20th Street, Miami Beach, Florida 33139.

**ARTICLE IV
REGISTERED AGENT**

The name and street address of its initial registered agent is Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

Preparer:
John Mischel
Allen & Galego**(see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 141658

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**ARTICLE IV
ADMISSION OF ADDITIONAL MEMBERS**

New members may be admitted only upon the unanimous written consent of the existing members and upon such terms and conditions as such members unanimously agree upon.

**ARTICLE V
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The Company shall continue until members owning more than fifty percent (50%) of the then-existing outstanding Capital Units (which is defined in the Regulations) vote to dissolve the Company. Accordingly, the Company shall not be dissolved by 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.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by a Manager whose name is Joseph Scarfone and whose address is 1250 20th Street, Miami Beach, Florida 33139, who shall serve until the first annual meeting of the members or until his successor is elected.

Preparer:
John Mischel
Allen & Galego**(see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

America's Attic Self Storage, L.L.C.

2. The name and address of the registered agent and office is:

**Allen & Galego
601 Brickell Key Drive, Suite 805
Miami, Florida 33131**

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 this 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.

Dated as of the 27~~th~~ day of September, 1998.

SIGNED:

Allen & Galego

BY:


John Mischel, Vice-President

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ARTICLE VII
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of the Company certifies:

- 1) the above named limited liability company
has at least one member;
- 2) the total amount of cash contributed by
the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other
than cash contributed by member(s) is \$ 171,000.00 ;
(A description of the property is attached
made a part hereto.);and
- 4) the total amount of cash and property
contributed and anticipated to be
contributed by member(s) is \$ 172,000.00 ;

Joseph Scarfone
Joseph Scarfone, Manager and Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Joseph Scarfone
Typed or printed name of signee

Preparer:
John Mischel
Allen & Galego**(see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 141658

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Attachment 1

John A. Berg and Mary Pat Berg are receiving their 27% interest for the promise to do remodeling and construction at cost on the building located at 1250 20 Street, Miami Beach, FL 33139.

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