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## Florida Department of State

Division of Corporations

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## To:

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## From:

Account Name : QUARLES & BRADY  
Account Number : I19980000001  
Phone : (561) 368-5400  
Fax Number : (561) 368-1996

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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## LIMITED LIABILITY COMPANY

WELLINGTON STORAGE, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$346.25

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Name Availability	123
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DEC 03 '98 11:18 FR QUARLES AND BRADY LLP 61 653 5333 TO BOCA OFFICE P.01/05  
DEC 03 '98 11:14 FR QUARLES-BRADY-LLP 5613681996 TO WEST PALM BEACH P.02/06

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## ARTICLES OF ORGANIZATION OF WELLINGTON STORAGE, L.L.C.

The undersigned members hereby certify 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. We 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 **WELLINGTON 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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DEC 3 '98 11:18 FR QUARLES AND BRADY LLP 61 653 5333 TO BOCA OFFICE P.02/05  
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#### ARTICLE V

##### MEMBERS

The Company shall consist of the following members:

<u>NAME</u>	<u>INTEREST</u>
Southstar Storage, LLC	75%
441 Land Trust	25%

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#### ARTICLE VI

##### MANAGEMENT

The Company will be managed by the following principals of members in accordance with the Company's regulations. The name and address of the managing principal(s) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Martin H. Pechter	3663 Carlton Place Boca Raton, Fl. 33496
Jeffrey S. Pechter	3901 Ocean Boulevard Boca Raton, Fl. 33487
Stephen E. Block	6900 S. Grande Drive Boca Raton, Fl. 33433

#### ARTICLE VII

##### 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.

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## ARTICLE VIII

### 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 Boca Raton, Florida on the 3 day of  
~~November~~, 1998.  
*December*

SOUTHSTAR STORAGE, LLC

By: 

441 LAND TRUST

By: 

Kristin Scowden, Trustee of  
The 441 Land Trust

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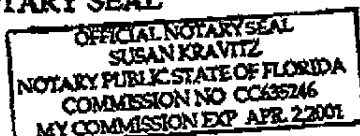
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State of Florida

County of Palm Beach

This foregoing instrument was acknowledged before me this 3 day of ~~November~~ <sup>December</sup>, 1998, by MARTIN HAROLD PECHTEL MANASSA PRIN of SOUTHSTAR STORAGE, LLC. He ( ) is personally known to me or ( ☒ ) has produced DL # A236568590820 as identification.

NOTARY SEAL



Susan Kravitz  
Notary Public Print name below: SUSAN KRAVITZ

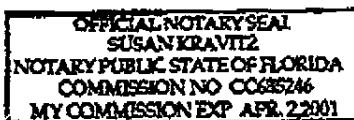
4/2/01  
My commission expires:

State of Florida

County of Palm Beach

This foregoing instrument was acknowledged before me this 3 day of ~~November~~ <sup>December</sup>, 1998, by Kristin Scowden, Trustee of the 441 LAND TRUST. She ( ) is personally known to me or ( ☒ ) has produced DL # S350.505 55 5190 as identification.

NOTARY SEAL



Susan Kravitz  
Notary Public Print name below: SUSAN KRAVITZ

4/02/01  
My commission expires:

DEC 03 '98 12:13 FR QUARLES-BRADY-LLP 5613681996 TO 18509224003 P.06/07  
DEC 3 '99 11:18 FR QUARLES AND BRADY LLP 51 553 5333 TO BOCA OFFICE P.05/05  
DEC 03 '98 11:15 FR QUARLES-BRADY-LLP 5613681996 TO WEST PALM BEACH P.06/06

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
WELLINGTON STORAGE, L.L.C.**

Before me, the undersigned authority, personally appeared Southstar Storage, LLC, a Member of WELLINGTON STORAGE, L.L.C., who, being first duly sworn deposes and says:

1. That the limited liability company known as WELLINGTON STORAGE, L.L.C. has at least one (1) member.
2. The total amount of cash contributed by members of WELLINGTON STORAGE, L.L.C. is ONE THOUSAND DOLLARS (\$1,000.00) 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 ONE THOUSAND AND NO/100'S DOLLARS (\$1,000.00). This amount includes amounts from Paragraphs 2 and 3 above.

Further, Affiant sayeth naught.

**SOUTHSTAR STORAGE, LLC**

By: [Signature]  
**MARTIN H. PECHTER**

State of Florida  
County of Palm Beach

This foregoing instrument was acknowledged before me this 3 day of December, 1998, by MARTIN H. PECHTER as Managing Member of Southstar Storage, LLC who ( ) is personally known to me or, ( ) who has produced DL # P236568590820 as identification.

**NOTARY SEAL**  
SUSAN KRAVITZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. C065246  
MY COMMISSION EXPIRES APR. 2, 2001

[Signature]  
Notary Public, Print name below

**SUSAN KRAVITZ**

4/02/01  
My commission expires:

000001233237.2

\*\*\* TOTAL PAGE.06 \*\*\*

\*\*\* TOTAL PAGE.005 \*\*\*

**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 **WELLINGTON 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

Date: December 3, 1998

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