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Florida Department of State
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From: Account Name : QUARLES & BRADY
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LIMITED LIABILITY AMENDMENT

WELLINGTON STORAGE, L.L.C.

Certificate of Status	0
Certified Copy	0
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CERTIFICATE OF AMENDMENT
OF ARTICLES OF ORGANIZATION
OF WELLINGTON STORAGE LIMITED LIABILITY COMPANY

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of Wellington Storage Limited Liability Company.

SECOND: The Articles were filed with the Florida Department of State on December 3, 1998.

THIRD: Article V of the Articles previously provided as follows:

Article V-Members: The Company shall consist of the following members:

<u>Name</u>	<u>Interest</u>
Southstar Storage, L.L.C.	75%
441 Land Trust	25%

FOURTH: Article V of the Articles, as amended, provides as follows:

<u>Name</u>	<u>Interest</u>
Southstar Storage, L.L.C.	85%
Kristin Scowden	15%

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 3rd day of May, 1999.


Manager-Stephen E. Block

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 AM 10:32

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Prepared By:
Nancy B. Colman, Esq.
Quarles & Brady LLP
1900 Glades Rd., Ste. 280
Boca Raton, FL 33431
(561)368-5400
FL Bar No. 744859

WELLINGTON STORAGE LIMITED LIABILITY COMPANY
UNANIMOUS CONSENT OF MEMBERS TO AMEND
ARTICLES OF ORGANIZATION

The undersigned, being all of the members of Wellington Storage Limited Liability Company, a Florida limited liability company (the "Company"), hereby consent to the following amendment to the Articles of Organization of the Company:

ARTICLE V of the Articles of Organization of the Company is changed to delete 441 Land Trust as a member, and the following provision is inserted in lieu thereof:

ARTICLE V as amended, provides as follows:

<u>Name</u>	<u>Interest</u>
Southstar Storage, L.L.C.	85%
Kristin Scowden	15%

The undersigned hereby designate Stephen E. Block as the authorized person to have prepared and to execute and file a Certificate of Amendment to the Articles of Organization for the purpose of effecting the foregoing amendment.

To evidence our consent we hereby execute this document, which may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall be deemed to be one and the same document, on the date(s) respectively set forth below our signatures and direct that Wellington Storage, L.L.C. place this document among the records of the Company.

Southstar Storage, L.L.C.

By: Stephen E. Block, It's Managing Member

Dated: 5/2/99

441 Land Trust

By: Kristin Scowden, Trustee

Dated: 5-11-99

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