

• Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Belleair Storage, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 10, 1999

FREEBORN & FREEBORN, L.L.C.

SUBJECT: BELLEAIR STORAGE, L.L.C.
REF: W99000013571

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6917.

Gretchen Harvey
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**ARTICLES OF ORGANIZATION
OF
BELLEAIR STORAGE, L.L.C.**

ARTICLE I

Name

The name of the limited liability company ("Company") is BELLEAIR STORAGE, L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is: 1115 Ponce de Leon Boulevard, Belleair, Florida 33756.

ARTICLE III

Duration

The period of duration for the Company is perpetual, beginning on the date that these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Margaret W. Toumey. The address of the Company's registered office in Florida is 1115 Ponce de Leon Boulevard, Belleair, Florida 33756.

ARTICLE V

Management

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members or until the manager's successor is elected and qualified. The initial manager is identified as Margaret W. Toumey, whose address is 790 Rolling Hills Drive, Palm Harbor, Florida 34683.

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ARTICLE VI

Admission of Additional or New Members

Members of the Company have the right to admit new members. Additional or new members may be admitted only on the unanimous written consent of the existing member or members, and the existing member or members shall determine the amount and nature of contributions to be made by the additional or new members at the time those new members are admitted.

ARTICLE VII

Continuance of Business


The remaining member or members of the Company have the right to continue the business on 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. The business may be continued only on the unanimous written consent of the remaining member or members.

ARTICLE VIII

Additional Provisions

The power to adopt, alter, amend or repeal the regulations of the Company is vested entirely in the manager listed in Article V.

IN WITNESSS WHEREOF, I have executed the Articles of Organization on this 7 day of June, 1999, at Dunedin, Florida.


MARGARET W. TOUMEY

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, personally appeared MARGARET W. TOUMEY, personally known to me, (or who identified herself by


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_____) to be the person described in and who executed the foregoing Articles of Organization, and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 7th day of June, 1999.

 Sallie E Skinner
My Commission CC728837
Expires March 29, 2002

Sallie E Skinner
Notary Public
My Commission Expires:

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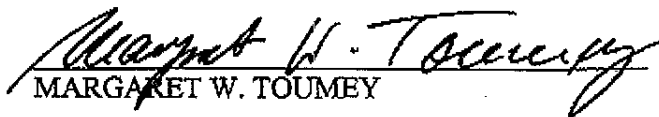
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
OF
BELLEAIR STORAGE, L.L.C**

The undersigned member of BELLEAIR STORAGE, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$ 100⁰⁰.
3. The agreed value of property other than cash contributed by the member is \$ 2,007,000⁰⁰. A description of the property is attached and made a part of this Affidavit.
4. The total amount of cash or property anticipated to be contributed by me as member is \$ 2,007,100⁰⁰. This total includes amounts from (2) and (3) above.

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

Dated this 7 day of June, 1999.


MARGARET W. TOUMEY

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, personally appeared MARGARET W. TOUMEY, personally known to me, (or who identified herself by _____) to be the person described in and who executed the foregoing Articles of Organization, and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 7th day of June, 1999.



Sallie E. Skinner
My Commission CC72837
Expires March 29, 2002


Notary Public
My Commission Expires:

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LEGAL DESCRIPTION

DESCRIPTION - Per Commonwealth Land Title Insurance Company Commitment
No. 814-780584 - Revision No. 1. (Through PARCEL 7)

PARCEL 1: Lots 1, 2, 3, 4, 5 and 6, MYRTLEDALE, according to the plat thereof recorded in Plat Book 12, Page 88, of the Public Records of Pinellas County, Florida, LESS the southerly 10.00 feet of said Lots 1 thru 6 and LESS the easterly 10.00 feet of said Lot 6 thereof.

PARCEL 2: Commence at the Southwest corner of the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of Section 28, Township 29 South, Range 15 East, Pinellas County, Florida; thence N.01deg.34'13"E., along the West Boundary of the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 28, 345.60 feet to the Northwest corner of Lot 1, MYRTLEDALE, according to the plat thereof recorded in Plat Book 12, Page 88, of the Public Records of Pinellas County, the Point of Beginning; thence N.01deg.34'13"E., continuing along the West Boundary of the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 28, 160.87 feet to a point that is S.01deg.34'13"W. of and 184.73 feet from the Northwest corner of the SW $\frac{1}{4}$ of the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 28; thence N.89deg.34'12"E., 312.38 feet; thence S.01deg.34'13"W., parallel to the West boundary of the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 28, 168.60 feet to the Northeast corner of Lot 6 of said MYRTLEDALE; thence N.89deg.00'49"W., along the North boundary of said MYRTLEDALE, being also the South boundary of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 28, 312.21 feet to the Point of Beginning.

PARCEL 3: All that part of the Southwest $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 28, Township 29 South, Range 15 East, which lies East of the right-of-way of the Tampa and Gulf Coast Railroad Company, according to the location of said right-of-way as described in the Deed recorded in Deed Book 57, Page 127, Public Records of Pinellas County, Florida; LESS and except the North 40 feet for right-of-way for Ponce de Leon Boulevard.

PARCEL 4: A part of the South half of the Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 28, Township 29 South, Range 15 East, Pinellas County, Florida, more particularly described as follows: Commence at the Southwest corner of the Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of said Section 28; thence N.01deg.34'13"E., along the West boundary of the Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of said Section 28, 506.47 feet for a Point of Beginning; thence N.01deg.34'13"E., continuing along the West boundary of the Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of said Section 28, 184.73 feet; thence S.89deg.03'00"E., along the North boundary of the South half of the Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of said Section 28, 330.82 feet; thence S.03deg.11'20"W., 177.00 feet; thence S.89deg.34'12"W., along the South boundary of property conveyed to F. I. Gates, Trustee, by Warranty Deed dated April 25, 1975, recorded in O.R. Book 4283, Page 811, being also the North boundary of property described in an Agreement for Deed dated January 15, 1971, and recorded in O.R. Book 3507, Page 802, all in the Public Records of Pinellas County, Florida, 328.00 feet to the Point of Beginning.

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PARCEL 5: That portion of the South 10 feet of Lots 1 through 6, inclusive and the East 10 feet of Lot 6, MYRTLEDALE SUBDIVISION as recorded in Plat Book 12, page 88 of the Public Records of Pinellas County, Florida, being in Section 28, Township 29 South, Range 15 East, contained within lands described in City of Largo Ordinance No. 90-07, recorded 2/8/90 in O.R. Book 7194 page 2173, of the Public Records of Pinellas County, Florida.

PARCEL 6: The north half of that portion of Braginton Street as set forth on the plat of Myrtledale Subdivision recorded in Plat Book 12 page 88, contained within lands described in City of Largo Ordinance No. 90-07, recorded 2/8/90 in O.R. Book 7194 page 2173 of the Public Records of Pinellas County, Florida.

PARCEL 7: Lots 43 through 49, inclusive, of MYRTLEDALE SUBDIVISION according to the plat thereof recorded in Plat Book 12, Page 88, Public Records of Pinellas County, Florida, together with the South half of that portion of Braginton Street as set forth on the plat of Myrtledale Subdivision recorded in Plat Book 12 page 88, contained within lands described in City of Largo Ordinance No. 90-07, recorded 2/8/90 in O.R. Book 7194 page 2173 of the Public Records of Pinellas County, Florida.

Together with a non-exclusive ingress and egress easement from Belleair East Corp. to Belleair Storage, as recorded on November 12, 1982 in O.R. Book 5428, page 1943, Pinellas County Records, described as follows:
Commence at the Northeast corner of the SW.¼ of the NE.¼ of Section 28, Township 29 South, Range 15 East, Pinellas County, Florida; thence S. 01°-34'-13"W., along the East boundary of the SW.¼ of the NE.¼ of said Section 28, 40.00 feet for a Point of Beginning;
thence S. 01°-34'-13" W., continuing along the 40 acre line, 500.00 feet;
thence N. 03°-24'-08" E., 500.45 feet; thence N. 89°-07'-25" W., along the South right-of-way line of Ponce DeLeon Boulevard, 16.00 feet to the Point of Beginning.

Subject to easements of record.

LEGAL DESCRIPTION

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