



THE UNITED STATES
CORPORATION
COMPANY

L99000005457

ACCOUNT NO. : 072100000032

REFERENCE : 360162 163052A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 31, 1999

ORDER TIME : 1:11 PM

ORDER NO. : 360162-005

CUSTOMER NO: 163052A

CUSTOMER: Alan F. Gonzalez, Esq
ALAN F. GONZALEZ, P.A.
ALAN F. GONZALEZ, P.A.
Suite 300
1602 West Sligh Avenue
Tampa, FL 33604

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***337.50 ***337.50

DOMESTIC FILING

NAME: SAF-T STORAGE II, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
99 AUG 31 PM 3:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 AUG 31 AM 9:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SL-199

ARTICLES OF ORGANIZATION

OF

SAF-T STORAGE II, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME, PRINCIPAL AND MAILING ADDRESS

The name and principal (and mailing) address of this limited liability company shall be:

SAF-T STORAGE II, L.C.

17912 Pepper Tree Lane Rd.

Lutz, FL 33549

ARTICLE II - DURATION

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to own, manage and operate a mini-storage warehouse and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

FILED
21 AUG 31 AM 9:39
CLERK OF DISTRICT COURT
FLORIDA

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the registered agent for the Company in the State of Florida is **Albert P. Lima**. The street address for the Company and the registered agent for the Company is **17912 Pepper Tree Lane Rd., Lutz, FL 33549**.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash and/or property set forth in the attached Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contribution to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of management, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

FILED
JUN 31 AM 9:39
CLERK OF DISTRICT COURT
JANUARY 1999

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members by majority vote of said members and in accordance with the regulations or operating agreement adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the subscribers of the company are:

<u>NAME</u>	<u>ADDRESS</u>
Albert P. Lima (Managing Member - 23.75% of vote)	17912 Pepper Tree Lane Rd. Lutz, FL 33549
TOM FAIRFIELD BROWN, SR. and KATHERINE C. BROWN, as Co-Trustees of the TOM FAIRFIELD BROWN, SR. GRANTOR RETAINED ANNUITY TRUST (Managing Member -23.75% of vote)	11720 Sheldon Rd. Tampa, FL 33626
RANDY X. FERREIRA (Managing Member -23.75% of vote)	1504 E. Bearss Ave. Lutz, FL 33549
RAYMOND L. RAIRAGH (Managing Member -23.75% of vote)	1506 E. Bearss Ave. Lutz, FL 33549
HARRY S. HEDGES (Managing Member -5.00% of vote)	3710 No. 50th St. Tampa, FL 33619

ARTICLE X - TAX STATUS OF COMPANY

It is the intent of the undersigned subscribers that the Company shall be treated as a partnership for federal tax purposes.

ARTICLE XI - NON-REGISTRATION AS SECURITY

The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the Company that the certificates issued comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

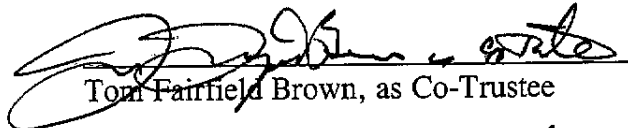
The company shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

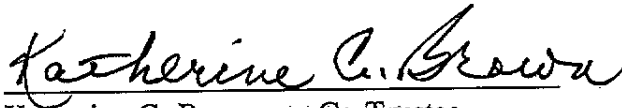
- i. That no offer or sale of certificates in the company shall be made to a nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the company shall be made to more than 35 purchasers for a period in excess of 12 months.
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the company shall occur in Florida or any other state;
- iv. That before any sale of certificates in the company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the company;
- v. That no person shall be paid a commission for the sale of certificates in the company or otherwise receive compensation for the sale of certificates in the company; and
- vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in

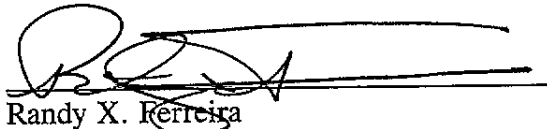
accordance with §517.061(11)(a)(5).

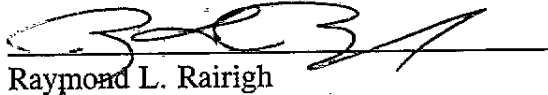
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tampa, Florida, for the foregoing uses and purposes this 28 day of August, 1999.

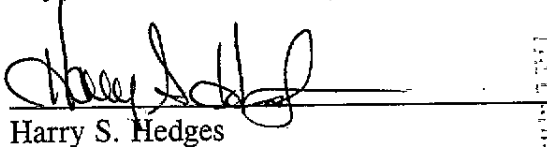

Albert P. Lima


Tom Fairfield Brown, as Co-Trustee


Katherine C. Brown, as Co-Trustee


Randy X. Ferreira


Raymond L. Rairigh


Harry S. Hedges

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

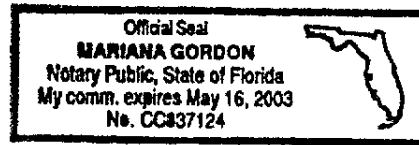
BEFORE ME personally appeared, **ALBERT P. LIMA, TOM FAIRFIELD BROWN, SR., KATHERINE C. BROWN, RANDY X FERREIRA, RAYMOND L. RAIRIGH, and HARRY S. HEDGES**, individually, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that they made the same

for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this

28 day of August 1999.

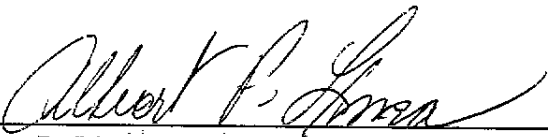
Mariana Gordon
NOTARY PUBLIC
COMMISSION NO.
COMMISSION EXPIRES_____
(SEAL)



FILED
99 AUG 31 AM 9:39
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Organization of SAF-T STORAGE II, L.C., as the registered agent of this limited liability company, hereby consents to acceptance of service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.



Albert P. Lima
REGISTERED AGENT

FILED
JUN 31 AM 9:33
CLERK OF COURT
JULY 1 2003

EXHIBIT "A"

<u>Subscriber</u>	<u>Cash Contributed</u>	<u>Property Contributed</u>
Albert P. Lima	\$237.50	None
Tom Fairfield Brown, Sr. Grantor Retained Annuity Trust	\$237.50	None
Randy X. Ferreira	\$237.50	None
Raymond L. Rairigh	\$237.50	None
Harry S. Hedges	\$50.00	None

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93 AUG 31 AM 9:33
CLERK OF COURT
JULIA ROBERTSON

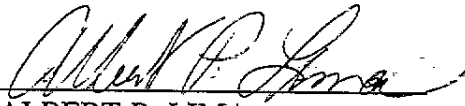
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

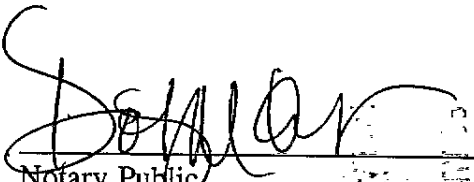
The Undersigned affiant, ALBERT P. LIMA, hereby states after being duly sworn, deposes and says:

1. The undersigned member or authorized representative of a member of **SAF-T STORAGE II, L.C.**, deposes and says the following in satisfying Section 608.407(2), Fla. Stat.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00. Of that sum, the undersigned affiant has contributed \$237.50.
4. If any, the agreed value of property other than cash contributed by members is \$-0-.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraphs 3 and 4 above.


THE AFFIANT SAYS NOTHING FURTHER.


ALBERT P. LIMA
Affiant

Subscribed before me, the undersigned authority, by ALBERT P. LIMA, who is known to me on this 21st day of August, 1999.


Notary Public
Commission Expires
Commission No.
Seal

FILED
AUG 31 AM 9:39
HILLSBOROUGH, FLORIDA

 Dorothy M Culver
My Commission CC676308
Expires September 01, 2001

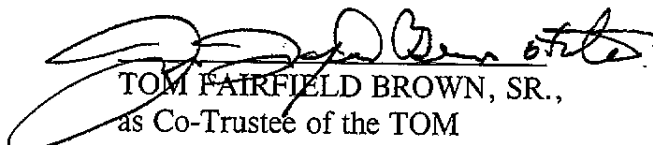
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

The Undersigned affiants, TOM FAIRFIELD BROWN, SR. and KATHERINE C. BROWN, as Co-Trustees of the TOM FAIRFIELD BROWN, SR. GRANTOR RETAINED ANNUITY TRUST, hereby states after being duly sworn, deposes and says:

1. The undersigned member or authorized representative of a member of **SAF-T STORAGE II, L.C.**, deposes and says the following in satisfying Section 608.407(2), Fla. Stat.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00. Of that sum, the undersigned affiants have contributed \$237.50.
4. If any, the agreed value of property other than cash contributed by members is \$-0-.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraphs 3 and 4 above.

THE AFFIANT SAYS NOTHING FURTHER.


TOM FAIRFIELD BROWN, SR.,
as Co-Trustee of the TOM
FAIRFIELD BROWN, SR.
GRANTOR RETAINED
ANNUITY TRUST
Affiant

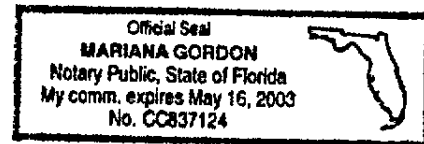

KATHERINE C. BROWN,
as Co-Trustee of the TOM
FAIRFIELD BROWN, SR.
GRANTOR RETAINED
ANNUITY TRUST
Affiant

FILED
90 AUG 31 AM 9:39
CLERK OF DISTRICT COURT
HILLSBOROUGH COUNTY, FLORIDA

Subscribed before me, the undersigned authority, by TOM FAIRFIELD BROWN, SR.,
and KATHERINE C. BROWN as Co-Trustees, who is known to me on this 28 day of
August, 1999.

Mariana Gordon

Notary Public
Commission Expires
Commission No.
Seal



FILED
09 AUG 31 AM 9:39
NOTARY PUBLIC
FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

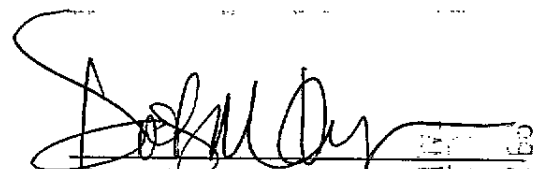
The Undersigned affiant, RANDY X. FERREIRA, hereby states after being duly sworn, deposes and says:


1. The undersigned member or authorized representative of a member of **SAF-T STORAGE II, L.C.,** deposes and says the following in satisfying Section 608.407(2), Fla. Stat.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00. Of that sum, the undersigned affiant has contributed \$237.50.
4. If any, the agreed value of property other than cash contributed by members is \$-0-.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraphs 3 and 4 above.

THE AFFIANT SAYS NOTHING FURTHER.


RANDY X. FERREIRA
Affiant

Subscribed before me, the undersigned authority, by RANDY X. FERREIRA, who is known to me on this 27th day of August, 1999.


Notary Public
Commission Expires
Commission No.
Seal

 Dorothy M Culver
My Commission CC676306
Expires September 01, 2001

FILED
AUG 31 AM 10:39
HILLSBOROUGH COUNTY, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

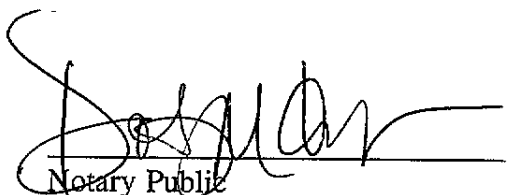
The Undersigned affiant, RAYMOND L. RAIRIGH, hereby states after being duly sworn, deposes and says:


1. The undersigned member or authorized representative of a member of **SAF-T STORAGE II., L.C.**, deposes and says the following in satisfying Section 608.407(2), Fla. Stat.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00. Of that sum, the undersigned affiant has contributed \$237.50.
4. If any, the agreed value of property other than cash contributed by members is \$-0-.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraphs 3 and 4 above.

THE AFFIANT SAYS NOTHING FURTHER.


RAYMOND L. RAIRIGH
Affiant

Subscribed before me, the undersigned authority, by RAYMOND L. RAIRIGH, who is known to me on this 07th day of August, 1999.


Notary Public
Commission Expires
Commission No.
Seal

 Dorothy M Culver
My Commission CC676308
Expires September 01, 2001

FILED
99 AUG 31 AM 9:39
HILLSBOROUGH COUNTY
FLORIDA

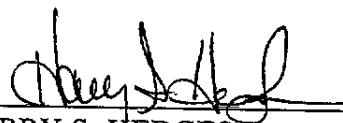
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

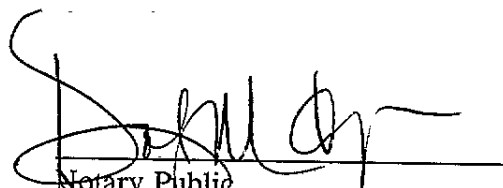
The Undersigned affiant, HARRY S. HEDGES, hereby states after being duly sworn, deposes and says:

1. The undersigned member or authorized representative of a member of **SAF-T STORAGE II, L.C.**, deposes and says the following in satisfying Section 608.407(2), Fla. Stat.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00. Of that sum, the undersigned affiant has contributed \$50.00.
4. If any, the agreed value of property other than cash contributed by members is \$-0-.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraphs 3 and 4 above.

THE AFFIANT SAYS NOTHING FURTHER.


HARRY S. HEDGES
Affiant

Subscribed before me, the undersigned authority, by HARRY S. HEDGES, who is known to me on this 27th day of August, 1999.


Notary Public
Commission Expires
Commission No.
Seal



Dorothy M Culver
My Commission CC676306
Expires September 01, 2001

FILED
09 AUG 31 AM 9:39
HILLSBOROUGH COUNTY
FLORIDA