

L99000008744



ACCOUNT NO. : 072100000032

REFERENCE : 513158 163052A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 1999

ORDER TIME : 3:13 PM

ORDER NO. : 513158-005

CUSTOMER NO: 163052A

CUSTOMER: Ms. Elizabeth Tullos
ALAN F. GONZALEZ, P.A.
ALAN F. GONZALEZ, P.A.
Suite 300
1602 West Sligh Avenue
Tampa, FL 33604

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CERTIFIED RECORDS MANAGEMENT,
L.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: Erika Carlson

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF CERTIFIED RECORDS MANAGEMENT, L.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 AND PRINCIPAL (MAILING) ADDRESS

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

CERTIFIED RECORDS MANAGEMENT, L.L.C.

912 W. Martin Luther King Jr. Blvd.

Tampa, FL 33603

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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 operate and manage a business records storage facility 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.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the registered agent for the Company in the State of Florida is **Paul J. Sierra**. The street address for the Company and the registered agent for the Company is **912 W. Martin Luther King Jr. Blvd., Tampa, FL 33603**.

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 operating agreement or 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.

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>
Paul J. Sierra and Elise A. Sierra, As Co-Trustees of the Paul J. Sierra Revocable Trust, dated February 8, 1995 (Managing Member - 33 1/3% of vote)	912 W. Martin Luther King Jr. Blvd. Tampa, FL 33603
Frank G. Cisneros, Sr., as Trustee of the Frank G. Cisneros Trust, dated February 21, 1994 (Managing Member - 33 1/3% of vote)	500 N. Westshore, Ste. 405 Tampa, FL 33609
William E. Gerrell, IV (Managing Member -33 1/3% of vote)	4300 E. 7th Ave. Tampa, FL 33605

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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 ____

day of Dec 10th, 1999.

Paul J. Sierra
Paul J. Sierra, as Co-Trustee of the Paul J. Sierra
Revocable Trust, dated February 8, 1995

Elise A. Sierra
Elise A. Sierra, as Co-Trustee of the Paul J. Sierra
Revocable Trust, dated February 8, 1995

Frank G. Cisneros, Sr.
Frank G. Cisneros, Sr., as Trustee of the
Frank G. Cisneros Trust, dated February 21, 1994

William E. Gerrell, IV
William E. Gerrell, IV

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TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME personally appeared, Paul J. Sierra, 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 he 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 9
day of December, 1999.

Diana Jean Pylant
NOTARY PUBLIC



**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME personally appeared, Elise A. Sierra, 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 she 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 9 day of December, 1999.



Diana Jean Pylant

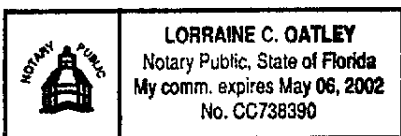
NOTARY PUBLIC

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99 DEC 13 AM 8:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME personally appeared, Frank G. Cisneros, Sr., 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 he 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 10th day of December, 1999.



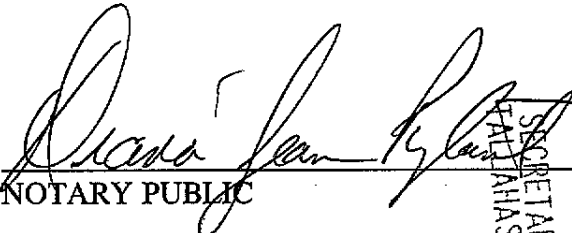
Lorraine C. Oatley

NOTARY PUBLIC

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME personally appeared, William E. Gerrell, IV, 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 he 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 9 day of December 1999.

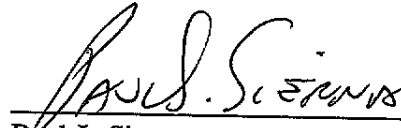

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Organization of CERTIFIED RECORDS MANAGEMENT, L.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.



Paul J. Sierra
REGISTERED AGENT

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EXHIBIT "A"

<u>Subscriber</u>	<u>Cash Contributed</u>	<u>Property Contributed</u>
Paul J. Sierra and Elise A. Sierra as Co-Trustees of the Paul J. Sierra Revocable Trust	\$250.00	None
Frank G. Cisneros, Sr. as Trustee of the Frank G. Cisneros Trust	\$250.00	None
William E. Gerrell, IV	\$250.00	None

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