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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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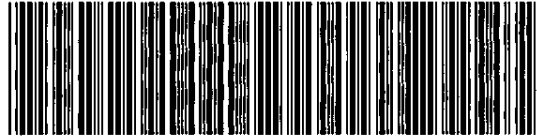
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SECRETARY OF STATE
DIVISION OF CORPORATION

SCHOENBAUM, CURPHY & SCANLAN, P.C.
ATTORNEYS AT LAW

112 E. PECAN STREET, SUITE 3000
SAN ANTONIO, TEXAS 78205
(210) 224-4491 FAX (210) 224-7983

STANLEY SCHOENBAUM**
R. JAMES CURPHY
WILLIAM SCANLAN, JR.*
BANKS M. SMITH†
DARIN N. DIGBY*
PATRICIA F. SITCHLER▲
EMILY HARRISON LILJENWALL*
ASHLEY E. RESSMANN*

OF COUNSEL:
MICHAEL HATFIELD*
HEATHER DUNCAN WEBB*

* BOARD CERTIFIED, ESTATE PLANNING AND PROBATE LAW

* BOARD CERTIFIED, TAX LAW

† BOARD CERTIFIED, COMMERCIAL REAL ESTATE LAW

◆ BOARD CERTIFIED, FARM AND RANCH REAL ESTATE LAW
TEXAS BOARD OF LEGAL SPECIALIZATION

▲ CERTIFIED AS AN ELDER LAW ATTORNEY BY THE NATIONAL
ELDER LAW FOUNDATION AS RECOGNIZED
BY THE TEXAS BOARD OF LEGAL SPECIALIZATION

November 12, 2009

Florida Department of State
Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

RE: BRUNDAGE MINI STORAGE, LTD.
BMG-GP, L.C.

Dear Sir or Madam:

Enclosed for filing on behalf of BMG-GP, L.C. please find the following:

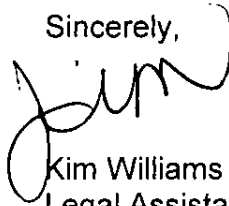
1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Fact issued by the Texas Secretary of State; and
4. Check payable to the Florida Department of State in the amount of \$125.00 to cover the applicable filing fees.

Also enclosed for filing is an Amendment to Certificate of Authority for Foreign Limited Partnership. The Amendment is being filed on behalf of Brundage Mini Storage, Ltd., and provides that BMG-GP, L.C. will serve as the partnership's sole general partner. A certified copy of the amendment on file with the Texas Secretary of State is also enclosed, together with a check in the amount \$52.50 to cover the applicable filing fees.

FLORIDA DEPARTMENT OF STATE
November 12, 2009
Page 2

Please acknowledge your receipt of this letter and its enclosures by returning a file-stamped copy to me in the envelope provided. Should you have any questions, or if you will require any additional documentation, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kim Williams', written over the printed name.

Kim Williams
Legal Assistant to Darin N. Digby

DND:kw
Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. BMG-GP, L.C.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

BMG-GP, L.L.C.

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Texas 3. 801129172
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/01/09 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 254 Spencer Lane, San Antonio, Texas 78201
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Thomas O. Brundage, 13 Elm Court, San Antonio, Texas 78209

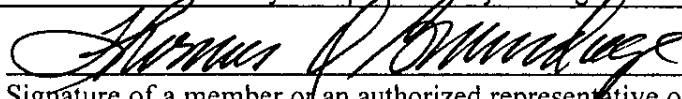
Carla Brundage Morrison, 410 E. Rosewood, San Antonio 78209

Gerald A. Griffin, 3134 Falling Brook, San Antonio, Texas 78258

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all lawful

business for which limited liability companies may be organized under Texas law.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Thomas O. Brundage

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BMG-GP, L.C.

If unavailable, the alternate to be used in the state of Florida is:

BMG-GP, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Peter J. Kelly

(Name)

100 South Ashley Dr., Suite 1300, Tampa, FL 33602

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

FL

City/State/Zip

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 this 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 as provided for in Chapter 608, Florida Statutes.


(Signature)

11-3-2009

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

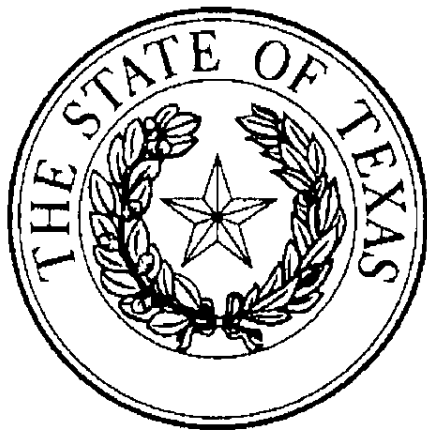
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for BMG-GP, L.C. (file number 801129172), a Domestic Limited Liability Company (LLC), was filed in this office on June 01, 2009.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 13, 2009.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: SOS-WEB

Fax: (512) 463-5709
TID: 10264

Dial: 7-1-1 for Relay Services
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