

m98000001187

LAW OFFICES
TOBIN AND DEMPFF

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JOHN W. CLARK
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GAYLE E. HARTZ
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* ALSO ADMITTED IN FLORIDA
** ALSO ADMITTED IN CONNECTICUT

CHARLES J. TOBIN, 1915-1954
CHARLES J. TOBIN, JR. 1940-1987
JAMES W. SANDERSON, 1968-1992

September 23, 1998

CERTIFIED MAIL- RETURN RECEIPT REQUESTED

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002650725--6
-09/28/98--01130--005
*****60.00 *****60.00

RE: Guardian Storage of Boynton Beach, LLC
- Authorization to Conduct Business in the
State of Florida
- Foreign Limited Liability Company

Gentlemen:

Enclosed herewith please find the following materials in connection with the registration of a foreign limited liability company's authorization to transact business in the State of Florida, to wit:

1. Certified copy of the Articles of Organization of Guardian Storage of Boynton Beach, LLC, under Section 203 of the New York State Limited Liability Company Law;
2. Original State of New York Department of State Certificate of Good Standing;
3. Application by Foreign Limited Liability Company for Authorization to transact Business in Florida;

Name	9/30/98	4. Certificate of Designation of Registered Agent/Registered Office;
Availability	DCC	
Document Examiner	5 DCC	Affidavit of Membership and Contributions of Foreign Limited Liability Company;
Updater	6	Our firm check in the amount of \$60.00 as payment for the filing fees: (\$25.00 for the Application and Affidavit; \$35.00 for Designation of Registered Agent).
Updater Verifier		
Acknowledgement	DCC	
W. P. Verifier	DCC	

FILED
98 OCT 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m98000001181

Same as P970000042491

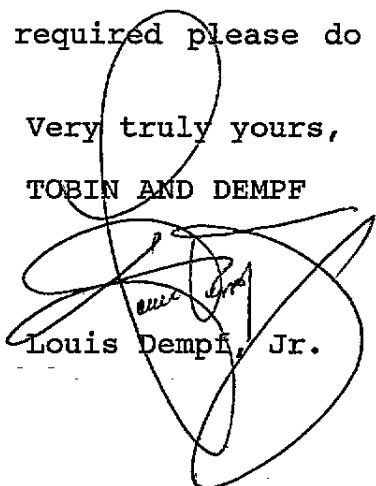
W980000022301

Division of Corporations
State of Florida
September 23, 1998
Page -2-

If anything further is required please do not hesitate to
contact the undersigned.

Very truly yours,

TOBIN AND DEMPFF



Louis Dempf, Jr.

LD/car
Enclosures
cc: Carl E. Touhey (w/enc.)
Touhey\Boynton,Bch\Sec-State.FI

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CHARLES J. TOBIN, 1915-1954
CHARLES J. TOBIN, JR., 1940-1967
JAMES W. SANDERSON, 1968-1992

October 9, 1998

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

500002650725--6
-10/13/98-01063--002
****338.75 ****311.25

RE: Guardian Storage of Boynton Beach, LLC
- Authorization to Conduct Business in the
State of Florida
- Foreign Limited Liability Company

000002662840--4
-10/13/98-01063--002
****338.75 ****338.75

Gentlemen:

Enclosed herewith please find the following materials in connection with the registration of a foreign limited liability company's authorization to transact business in the State of Florida. These documents have been corrected in accordance with your letter of September 30, 1998, a copy of which is enclosed herewith.

1. Application by Foreign Limited Liability Company for Authorization to transact Business in Florida, with corrections specified in your letter of September 10, 1998;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company supplemented as specified in your letter of September 10, 1998; and
4. Our firm check in the amount of \$338.75 as payment for the filing fees: (\$250.00 for the Application and Affidavit; \$35.00 for Designation of Registered Agent, \$105.00 for 2 certified copies at \$52.50 for each certified copy and \$8.75 for Certificate of Status).

Please note that we have previously forwarded to you the following:

Division of Corporations
State of Florida
October 9, 1998
Page -2-

1. Certified copy of the Articles of Organization of Guardian Storage of Boynton Beach, LLC, under Section 203 of the New York State Limited Liability Company Law;
2. Original State of New York Department of State Certificate of Good Standing; and
3. Our firm check in the amount of \$60.00.

We are most anxious to complete this matter as soon as possible. If anything further is required, please call the undersigned collect at (518) 463-1177.

Thanking you for your assistance and courtesy in this matter.

Very truly yours,

TOBIN AND DEMPFF


Louis Dempf, Jr.

LD/car
Enclosures
cc: Carl E. Touhey (w/enc.)
Touhey\Boynton.Bch\Sec-State.009



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 30, 1998

LOUIS DEMPFF, JR.
TOBIN AND DEMPFF
33 ELK STREET
ALBANY, NY 12207

SUBJECT: GUARDIAN STORAGE OF BOYNTON BEACH, LLC
Ref. Number: W98000022301

We have received your document for GUARDIAN STORAGE OF BOYNTON BEACH, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 998A00048911

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

**IN COMPLIANCE WITH SECTION 608/503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO
TRANSACT BUSINESS IN THE STATE OF FLORIDA**

1. Guardian Storage of Boynton Beach, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 14-1807577
(FEI number, if applicable)
4. September 9, 1998
(Date of Organization)
5. December 31, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification of the LLC by the Secretary of State
(Date first transacted business in Florida. (see sections 608.501, 608.502, and 817.155, F.S.))
7. Pine West Plaza, Building No.2
Washington Avenue Extension, Albany, New York 12205
(Street Address and principal office)
8. List name, title and business address of each managing member (MGRM) or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS	TITLE:
Carl E. Touhey Pine West Plaza Building No. 2 Washington Avenue Extension Albany, New York 12205	Managing Member
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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).

**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:

Guardian Storage of Boynton Beach, LLC

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

CARL E. TOUHEY

(Name)

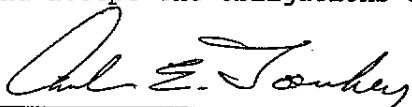
1200 North Ocean Boulevard

(Florida Street address (P.O. Box NOT acceptable))

Gulfstream, Florida 33483

(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.



(signature)

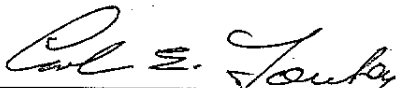
FILING FEE: \$35 for Designation of Registered Agent

FILED
98 OCT 13
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representation of a member of
GUARDIAN STORAGE OF BOYNTON BEACH, LLC certifies:

- 1) the above named limited liability company has at least one member;
 - 2) the total amount of cash contributed by the member is: \$20,000.00
 - 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.) and \$700,000.00
 - 4) that total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$720,000.00
- (this total includes amounts from 2 and 3 above)
- 5) ~ The total agreed value of the attached property is \$720,000.00
(Legal Description attached)



Signature of a member or an authorized representative of a member.
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CARL E. TOUHEY

Typed or printed name of signee

FILING FEE: \$250.00 for Application and Affidavit

FILED
98 OCT 13 PM 10:00
STATE OF FLORIDA
TALLAHASSEE

L A W Y E R S T I T L E
I N S U R A N C E C O R P O R A T I O

N A T I O N A L H E A D Q U A R T E R S
R I C H M O N D , V I R G I N I A

Schedule "A" Lands

FILED
98 OCT 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A tract of land lying in the Southwest 1/4 of the Northwest 1/4 of Section 5, Township 46 South, Range 43 East, Palm Beach County, Florida, being more fully described as follows:

COMMENCE at the West quarter corner of said Section 5; thence North 1° 08' 20" East, an assumed bearing, along the Westerly boundary of said section, being also the centerline of Congress Avenue (SR 807), 858.74 feet to a point; thence run due East, parallel with the Southerly boundary of the aforesaid NW 1/4, 60 feet to the POINT OF BEGINNING of the herein described parcel; thence continue due East 643.02 feet to a point which is the Northeast corner of the herein described parcel; thence South 1° 05' 30" West, along said Easterly boundary, 256.64 feet to a point; thence North 1° 08' 20" West, 617.70 feet along said Southern boundary of the herein described parcel and the Northerly right-of-way line of S.W. 35th Avenue to a point; thence North 43° 44' 05" West, 35.70 feet to a point; thence North 1° 08' 20" East, 230.8 feet to the POINT OF BEGINNING.

Said lands situate, lying and being in Palm Beach County, Florida.

LESS AND EXCEPT THEREFROM that portion of the above described property conveyed to the City of Boynton Beach in that Warranty Deed recorded in Official Records Book 2942, Page 1196.

ALSO, LESS AND EXCEPT THEREFROM that portion of the above described property conveyed to Palm Beach County in that Right-of-Way Warranty Deed recorded in Official Records Book 7256, Page 829.

Tax Assessor's No. PCN 08-43-46-05-00-000-3030

State of New York
Department of State } ss:

I hereby certify, that a diligent examination has been made of the limited liability company index for certificates filed by this Department by GUARDIAN STORAGE OF BOYNTON BEACH, LLC, a limited liability company, and that upon such examination the following has been filed with this office:

A Certificate of Articles of Organization of GUARDIAN STORAGE OF BOYNTON BEACH, LLC was filed on 09/09/1998.

I further certify that no other certificates have been filed by such limited liability company.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of September
one thousand nine hundred and
ninety-eight.



Special Deputy Secretary of State

199809110186 51

FILED
98 OCT 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA