

LOUIS DEMPF, JR.
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JOHN W. CLAR
JOHN T. MITCHELL
DAVID A. RUFFO
KEVIN A. LUIBRAND*
R. CHRISTOPHER DEMPF
RAUL A. TABORA, JR.
MARK A. MAINELLO

NEW YORK OFFICE
TOBIN AND DEMPF

33 E. 42 STREET
ALBANY, NY, NEW YORK 12207

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PATRICK PULLANO
JOHN D. POWELL

* ALSO ADMITTED IN FLORIDA
** ALSO ADMITTED IN CONNECTICUT

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

October 22, 1998

FEDERAL EXPRESS

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

700002670987--6
-10/23/98--01037--004
***105.00 ***105.00

700002670987--6
-10/23/98--01037--005
****87.50 ****43.75

RE: Merger - Guardian Storage of Boynton Beach,
Inc. (FEI No. 59-3474741) and Guardian Storage
of Boynton Beach, LLC (FEI No. 14-1807577)
into Guardian Storage of Boynton Beach, LLC

\$87.50

Gentlemen:

In connection with the above referenced matter, we enclose herewith an original and two duplicate original copies of the Articles of Merger and the Plan of Merger in accordance with section(s) 607.1109, 608.4382, and/or 620.203 of the Florida Statutes together with a copy of the Certificate of Merger and Plan of Merger under Section 1003 of the Limited Liability Company Law of the State of New York, as an attachment thereto.

The original Articles of Merger and Plan of Merger are for filing with the Department of State. It is our understanding that the fee for such filing is \$87.50, enclosed herewith please find our firm check the amount of \$87.50.

Also enclosed you will find our firm check in the amount of \$105.00 as the payment for two (2) certified copies of the duplicate original Articles of Merger and Plan of Merger.

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

198-1181

Name	10-28
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	

Division of Corporations
October 22, 1998
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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.022

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TALLAHASSEE, FLORIDA

ORIGINAL

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. Guardian Storage of Boynton Beach, Inc.
1200 North Ocean Beach
Gulfstream, Florida 33483

Florida

Corporation

Florida Document/Registration Number: P97000042491

FEI Number: 59-3474741

2. Guardian Storage of Boynton Beach, LLC

New York

Limited Liability Comp

Pine West Plaza, Building No. 2

Washington Avenue Extension

Albany, New York 12205

Florida Document/Registration Number: M98000001181

FEI Number: 14-1807577

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Guardian Storage of Boynton Beach, LLC Pine West Plaza, Building No. 2 Washington Avenue Extension Albany, New York 12205	New York	Limited Liability Com
Florida Document/Registration Number: M98000001181		FEI Number: 14-1807577

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/a party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s)

Typed or Printed Name of Individual

Guardian Storage of Boynton
Beach, Inc.

Carl E. Touhey

Carl E. Touhey, President

Guardian Stroage of Boynton
Beach, LLC

Carl E. Touhey

Carl E. Touhey, Managing Member

(Attach additional sheet(s) if necessary)

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REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	\$52.50
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

Guardian Storage of Boynton Beach, Inc.

Florida

Guardian Storage of Boynton Beach, LLC

New York, authorized to conduct business
in the State of Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

Guardian Storage of Boynton Beach, LLC

New York, authorized to conduct business
in the State of Florida

THIRD: The terms and conditions of the merger are as follows:

Guardian Storage of Boynton Beach, LLC, wholly owned by Carl E. Touhey as the sole Member thereof and Guardian Storage of Boynton Beach, Inc. the stock of which is wholly owned by said Carl E. Touhey. Each share of stock of Guardian Storage of Boynton Beach, Inc. owned by Carl E. Touhey on the effective date of the merger, and all rights in respect thereof, shall cease to exist, the certificates therefore shall be cancelled, and no interest in the surviving company shall be issued in exchange therefore.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Guardian Storage of Boynton Beach, LLC, wholly owned by Carl E. Touhey as the sole Member thereof and Guardian Storage of Boynton Beach, Inc. the stock of which is wholly owned by said Carl E. Touhey. Each share of stock of Guardian Storage of Boynton Beach, Inc. owned by Carl E. Touhey on the effective date of the merger, and all rights in respect thereof, shall cease to exist, the certificates therefore shall be cancelled, and no interest in the surviving company shall be issued in exchange therefore.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

GUARDIAN STORAGE OF BOYNTON BEACH, INC.
AND
GUARDIAN STORAGE OF BOYNTON BEACH, LLC

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

When a Certificate of Merger shall have been filed by the Department of State of the State of New York, as required by the Business Corporation Law of the State of New York, and a Certificate of Merger shall have been filed by the Secretary of State of the State of Florida as required by Sections 607, 1109, 608.4382, and/or 620.203 Florida Statutes, the separate existence of Guardian Storage of Boynton Beach, Inc. shall cease and said corporation shall be merged into Guardian Storage of Boynton Beach, LLC, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of the constituent corporation, and all the property, real and personal, including subscriptions for shares, causes of action and every other asset of each of the constituent corporations, shall vest in such surviving company without further act or deed. The surviving company shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against the merged corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against a constituent corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had occurred, or the surviving company may be substituted in such action in place of constituent corporation.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Carl E. Touhey
1200 North Ocean Boulevard
Gulfstream, Florida 33483

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

New York Certificate of Merger and Plan of Merger is annexed hereto.

EIGHTH: Other provisions, if any, relating to the merger:

None.

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
GUARDIAN STORAGE OF BOYNTON BEACH, INC.
AND
GUARDIAN STORAGE OF BOYNTON BEACH, LLC
INTO
GUARDIAN STORAGE OF BOYNTON BEACH, LLC**

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

FIRST: The name and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge and for each domestic limited liability company, the date when its initial articles of organization were filed with the Department of State, and for each foreign limited liability company the date of filing of its original articles of organization and the date when its application for authority was filed with the Department of State or if no such application has been filed, a statement to such effect.

- (a) The name of each constituent entity is as follows:

Guardian Storage of Boynton Beach,
Inc., a Florida Corporation ("The
Corporation")

Guardian Storage of Boynton Beach,
LLC, a New York Limited Liability
Company ("The Limited Liability
Company")

- (b) The name under which the Corporation was formed is Guardian Storage of Boynton Beach, Inc.
- (c) The name under which the Limited Liability Company was formed is Guardian Storage of Boynton Beach, LLC.
- (d) The Articles of Organization of Guardian Storage of Boynton Beach, LLC a domestic limited liability company, were filed by the Department of State of the State of New York on the 9th day of September, 1998:
- (e) The Certificate of Incorporation of Guardian Storage of Boynton Beach, Inc. was filed by the Florida Secretary of State on May 13, 1997.

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- (f) No application by Guardian Storage of Boynton Beach, Inc. for authority to do business in the State of New York has been filed by the Department of State of the State of New York.

SECOND: The name of the surviving limited liability company is:

Guardian Storage of Boynton Beach, LLC

THIRD: The effective date of the merger of Guardian Storage of Boynton Beach, Inc. and Guardian Storage of Boynton Beach, LLC shall be upon the filing of the Certificate of Merger by the Secretary of State of the State of New York.

FOURTH: The surviving limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company or foreign corporation previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company or shareholders of any foreign corporation to receive payment for their interest against the surviving limited liability company.

FIFTH: The surviving limited liability company, subject to Section 1005 of the Limited Liability Company Law and Section 623 of the Business Corporation Law, will promptly pay to the members of each constituent limited liability company and the shareholders of each constituent business corporation the amount, if any, to which they shall be entitled under the provisions of the Limited Liability Company Law and the Business Corporation Law relating to the right of members and shareholders to receive payment for their interests.

SIXTH: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served. The post office address within or without this state to which the Secretary of state shall mail a copy of any process served upon him or her is:

Guardian Storage of Boynton Beach, LLC
Pine West Plaza, Building No. 2
Washington Avenue Extension
Albany, New York 12207

SEVENTH: Each constituent foreign business corporation hereby certify that the merger is permitted by the jurisdiction of

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incorporation of the foreign corporation and is in compliance therewith.

EIGHTH: The agreement of merger is on file at the place of business of the surviving foreign limited liability company. The address of such foreign limited liability company is:

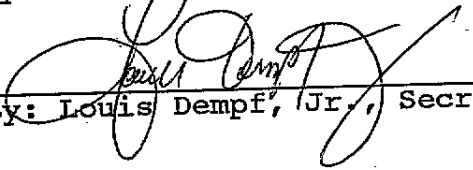
Guardian Storage of Boynton Beach, LLC
Pine West Plaza, Building No. 2
Washington Avenue Extension
Albany, New York 12207

NINTH: A copy of the agreement of merger will be furnished by the surviving limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding interest in any other business entity that is to merge.

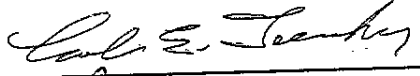
IN WITNESS WHEREOF, the undersigned have signed this certificate and caused it to be verified this ____ day of October, 1998.

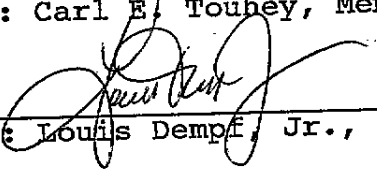
GUARDIAN STORAGE OF BOYNTON BEACH, INC.


By: Carl E. Touhey, President


By: Louis Dempf, Jr., Secretary

GUARDIAN STORAGE OF BOYNTON BEACH, LLC.


By: Carl E. Touhey, Member

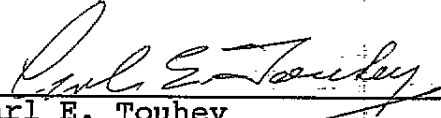

By: Louis Dempf, Jr., Secretary

Touhey\Boynton.Bch\Merger\NYS-Crt.Mrg

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TALLAHASSEE, FLORIDA


State of New York)
) ss.:
County of Albany)

Carl E. Touhey, being first duly sworn, deposes and says that he is one of the persons who executed the above certificate, that he is the President of Guardian Storage of Boynton Beach, Inc., and the Managing Member of Guardian Storage of Boynton Beach, LLC and that he has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.



Carl E. Touhey

Sworn to me before this
20th day of October, 1998.

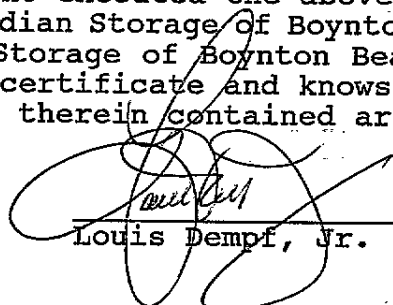


NOTARY PUBLIC

COURTNEY S. ROTHAUPT
Notary Public, State of New York
Qualified In Schenectady County
Reg. No. 01 RO 5086704
Commission Expires October 20, 1999


State of New York)
) ss.:
County of Albany)

Louis Dempf, Jr., being first duly sworn, deposes and says that he is one of the persons who executed the above certificate, that he is the Secretary of Guardian Storage of Boynton Beach, Inc. and the Secretary of Guardian Storage of Boynton Beach, LLC, and that he has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.



Louis Dempf, Jr.

Sworn to me before this
20th day of October, 1998.



NOTARY PUBLIC
Touhey\Boynton.Bch\Merger\NYS-Crt.Mrg

COURTNEY S. ROTHAUPT
Notary Public, State of New York
Qualified In Schenectady County
Reg. No. 01 RO 5086704
Commission Expires October 20, 1999

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
GUARDIAN STORAGE OF BOYNTON BEACH, LLC
AND
GUARDIAN STORAGE OF BOYNTON BEACH, INC.
INTO
GUARDIAN STORAGE OF BOYNTON BEACH, LLC**

The Plan of Merger (hereinafter designated the "Plan") whereby Guardian Storage of Boynton Beach, LLC, a limited liability company duly organized and existing under the laws of the State of New York authorized to do business in the State of Florida and Guardian Storage of Boynton Beach, Inc. a Florida corporation shall merge into said Guardian Storage of Boynton Beach, LLC hereinafter called the surviving company, which Plan of Merger has been adopted by the Board of Directors and Managing Member, respectively of each constituent entity, is as follows:

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS

1. The name of each constituent entity is: Guardian Storage of Boynton Beach, Inc., a Florida corporation and Guardian Storage of Boynton Beach, LLC., a New York limited liability company, duly authorized to do business in the State of Florida.

2. The name of the surviving company under this merger shall be Guardian Storage of Boynton Beach, LLC.

ARTICLE II

SHARES OF CONSTITUENT CORPORATIONS

As to each constituent entity, the designation and number of

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outstanding shares of each class and series and the voting rights are as follows:

Guardian Storage of Boynton Beach, Inc.: 100 shares of common stock with no par value per share are issued and outstanding, all of which shares are entitled to vote and all of which shares are owned by Carl E. Touhey, the sole shareholder of the corporation.

Guardian Storage of Boynton Beach, LLC: 1000 units of ownership all of which are owned by Carl E. Touhey, the Organizing Member of the company who is the Managing Member and is the sole member thereof.

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

Guardian Storage of Boynton Beach, LLC, wholly owned by Carl E. Touhey as the sole Member thereof and Guardian Storage of Boynton Beach, Inc. the stock of which is wholly owned by said Carl E. Touhey. Each share of stock of Guardian Storage of Boynton Beach, Inc. owned by Carl E. Touhey on the effective date of the merger, and all rights in respect thereof, shall cease to exist, the certificates therefore shall be cancelled, and no interest in the surviving company shall be issued in exchange therefore.

ARTICLE IV

MISCELLANEOUS PROVISIONS

1. **Effect of Merger.** When a Certificate of Merger shall have been filed by the Department of State, as required by the

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Business Corporation Law of the State of New York, the separate existence of Guardian Storage of Boynton Beach, Inc. shall cease and said corporation shall be merged into Guardian Storage of Boynton Beach, LLC, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of the constituent corporation, and all the property, real and personal, including subscriptions for shares, causes of action and every other asset of each of the constituent corporations, shall vest in such surviving company without further act or deed. The surviving company shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against the merged corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against a constituent corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving company may be substituted in such action in place of the constituent corporation.

2. **Abandonment of Merger.** If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of a majority of the Board of Directors of a constituent corporation, renders it inadvisable to consummate the merger, this plan of merger shall not become effective even though previously

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TALLAHASSEE, FLORIDA

adopted by the shareholders of the constituent corporations as here and before provided. The filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the Board of Directors of the constituent corporations.

ARTICLE V

CERTIFICATE OF INCORPORATION OF SURVIVING COMPANY

The Operating Agreement of the surviving company shall contain the following amendments and changes:

- (a) Guardian Storage of Boynton Beach, LLC, wholly owned by Carl E. Touhey as the sole Member thereof and Guardian Storage of Boynton Beach, Inc. the stock of which is wholly owned by said Carl E. Touhey. Each share of stock of Guardian Storage of Boynton Beach, Inc. owned by Carl E. Touhey on the effective date of the merger, and all rights in respect thereof, shall cease to exist, the certificates therefore shall be cancelled, and no interest in the surviving company shall be issued in exchange therefore.
- (b) Effect of Merger. When a Certificate of Merger shall have been filed by the Department of State, as required by the Business Corporation Law of the State of New York, the separate existence of Guardian Storage of Boynton Beach, Inc. shall cease and said corporation shall be merged into Guardian Storage of Boynton Beach, LLC, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of the constituent corporation, and all the property, real and personal, including subscriptions for shares, causes of action and every other asset of each of the constituent corporations, shall vest in such surviving company without further act or deed. The surviving company shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any

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TALLAHASSEE, FLORIDA

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cause existing against the merged corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against a constituent corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving company may be substituted in such action in place of the constituent corporation.

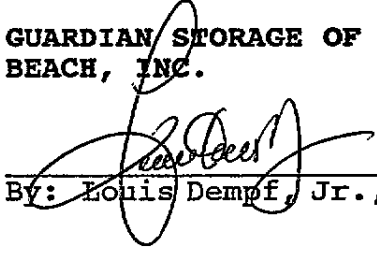
ARTICLE VI

APPROVALS BY THE CONSTITUENT ENTITIES

The foregoing plan has been respectively duly approved by the Board of Directors of Guardian Storage of Boynton Beach, Inc. and by the sole Member of Guardian Storage of Boynton Beach, LLC on the following dates:

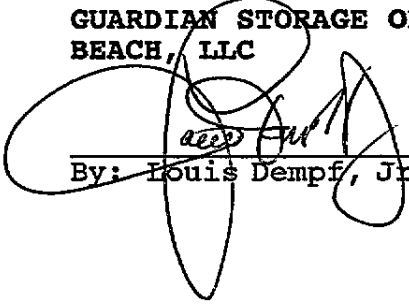
Date of Approval:
October 20th, 1998

GUARDIAN STORAGE OF BOYNTON
BEACH, INC.


By: Louis Dempf, Jr., Secretary

Date of Approval:
October 20th, 1998

GUARDIAN STORAGE OF BOYNTON
BEACH, LLC


By: Louis Dempf, Jr., Secretary

Touhey\Boynton.Bch\Merger\Plan.Mrg

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GUARDIAN STORAGE OF BOYNTON BEACH, INC.

INTO

GUARDIAN STORAGE OF BOYNTON BEACH, LLC, a New York corporation,
M98000001181

File date: October 23, 1998

Corporate Specialist: Tammi Cline