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ELLIS, SPENCER AND BUTLER

ATTORNEYS AT LAW

EMERALD HILLS EXECUTIVE PLAZA I

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T.D. ELLIS, JR. (1962)
SHERWOOD SPENCER (1996)
ROBERT B. BUTLER (1997)
W. TINSLEY ELLIS (RETIRED)

WILLIAM S. SPENCER
MARK F. BUTLER
ROBERT PAUL KEELEY

ROBERT P. CHARBONNEAU
JOHN C. PRIMEAU
DAVID A. MERCER

ABOARD CERTIFIED REAL ESTATE

May 2, 2000

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Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express
Airbill # 8145 6904 6452

Attn: New Filings

Re: E.S.B. Storage, Inc.

Dear New Filings Department:

In connection with the above matter, please find enclosed an original and one (1) copy of Articles of Incorporation for filing with your office. Also enclosed is a check payable to Secretary of State in the amount of \$78.75 for filing of the Articles of Incorporation and issuance of Certificate of a Good Standing. Once the Articles have been filed, please forward the Certificate of Good Standing to my office.

If you have any questions, please do not hesitate to call.

Very truly yours,



WILLIAM S. SPENCER

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -3 AM 8:07

FILED

ARTICLES OF INCORPORATION
OF
E.S.B. STORAGE, INC.

00 MAY -3 AM 8:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

William S. Spencer
4601 Sheridan Street, Suite 505
Hollywood, FL 33021

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Prepared By:
Marvin C. Gutter, Esquire
Gutter, Joseph & Ruffin.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(954) 938-4555
Florida Bar No. 309796

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 4601 Sheridan Street, Suite 505, Hollywood, FL 33021 and the initial registered agent of the corporation at that address shall be WILLIAM S. SPENCER.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
William S. Spencer	4601 Sheridan Street, Suite 505 Hollywood, FL 33021

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Name

Address

William S. Spencer

4601 Sheridan Street, Suite 505
Hollywood, FL 33021

EXECUTED at Hollywood, Florida on the 2nd day of May, 2000.

Incorporator

BY:

William S. Spencer
WILLIAM S. SPENCER

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

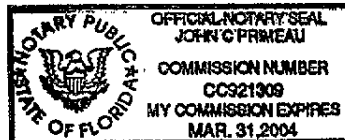
The foregoing instrument was acknowledged before me by WILLIAM S. SPENCER, the Incorporator of E.S.B. STORAGE, INC., who is personally known to me and who did take an oath on this 2 day of May, 2000.

John C. Primeau
Notary Public

Name of Notary: John C. Primeau

Commission No.: _____

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of E.S.B. STORAGE, INC., the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 2nd day of May, 2000.

By: William S. Spencer
WILLIAM S. SPENCER, Registered Agent

\agr\csb.corp

00 MAY -3 AM 8:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA