

Division of Corporations

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Division of Corporations
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From: Account Name : BROAD AND CASSEL (Boca Raton)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

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FLORIDA PROFIT CORPORATION OR P.A.

SURF & TURF ENTERPRISES, INC. II

Certificate of Status	0
Certified Copy	0
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FEB 12 '02 04:33PM BROAD AND CASSEL

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STATE OF FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
SURF & TURF ENTERPRISES, INC. II**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be: SURF & TURF ENTERPRISES, INC. II, 3333 North Federal Highway, Suite 3, Boca Raton, Florida 33431 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as a general partner of John A. Grant, Jr. Limited Partnership, a Florida limited partnership (the "Partnership"), whose purpose is to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain real property, together with all improvements located thereon, in Palm Beach County, State of Florida, commonly known as South Congress Mini Storage (the "Property"). The Corporation shall exercise all powers enumerated in the Florida Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

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ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation on February 8, 2002 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V.

The initial registered office of this Corporation is 3333 North Federal Highway, Suite 3, Boca Raton, Florida 33431. The initial registered agent at that address is John A. Grant, Jr.

ARTICLE VI.

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is:

John A. Grant, Jr.

3333 North Federal Highway, Suite 3
Boca Raton, Florida 33431

ARTICLE VII.

The name and address of the Incorporator is: John A. Grant, Jr., 3333 North Federal Highway, Suite 3, Boca Raton, Florida 33431.

ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

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ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI.

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

ARTICLE XII.

Notwithstanding any provision hereof to the contrary, the following shall govern: The Corporation shall only incur or cause the Partnership to only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of Continental Wingate Capital Corp., or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness other than (a) debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of business of operating the Property and (b) the First Mortgage. For so long as the First Mortgage exists on any portion of the Property and the Partnership remains owner of the Property, the Corporation: (i) shall not and shall not cause the Partnership to dissolve or liquidate, (ii) shall not and shall not cause the Partnership to consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any substantial portion of its beneficial interests to any entity, (iii) shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors, and (iv) shall not materially amend the Articles of Incorporation or By-laws of the Corporation or the partnership agreement of the Partnership without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

ARTICLE XIII.

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Partnership or the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Corporation or the Partnership in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

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ARTICLE XIV.

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of any affiliate, or to the extent that any such office is shared with any affiliate, it shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain corporate records and books of account separate from those of any affiliate.
3. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
4. It shall not commingle assets with those of any affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any affiliate.
8. It shall maintain an arm's length relationship with any affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including any affiliate, or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from any affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including any affiliate.
12. It shall hold itself out as an entity separate from any affiliate.

For purpose of this Article XIV, the following terms shall have the following meanings:

"affiliate" means any person or entity other than the Corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the

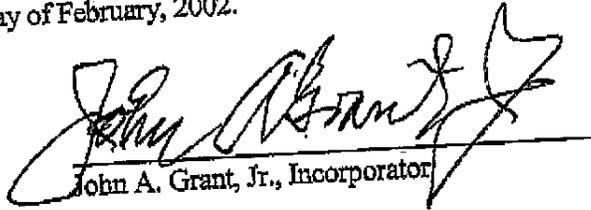
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common stock or which is otherwise in control of the Corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 8th day of February, 2002.


John A. Grant, Jr., Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

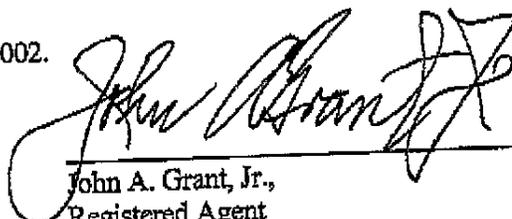
In compliance with the laws of the State of Florida, the following is submitted:

First - That, SURF & TURF ENTERPRISES, INC. II desiring to organize under the laws of the State of Florida, has designated 3333 North Federal Highway, Suite 3, Boca Raton, Florida 33431 as the place of business for the service of process within this state.

Second - That the above corporation has named John A. Grant, Jr. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 8th day of February, 2002.



John A. Grant, Jr.,
Registered Agent

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