

DO4000000048

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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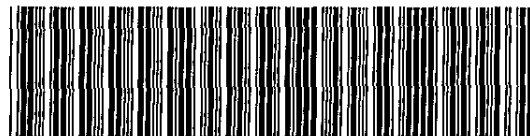
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF REGISTRATION

2004 OCT 19 P 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

56.75

CT CORPORATION

October 19, 2004

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 6215854 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please obtain the following:

U-Store-It Trust (MD)  
Misc - Foreign Corporate Filing - Registration of Real Estate Investment Trust  
Florida

U-Store-It Trust (MD)  
Certificate of Status/Authorization-Foreign  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

  
Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

U-Store-It Trust

A Maryland TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to the  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of U-Store-It Trust

Maryland (Name of Trust)  
Trust hereby affirms in order to file or qualify

(State)  
U-Store-It Trust, in the State of Florida.  
(Name of Trust)

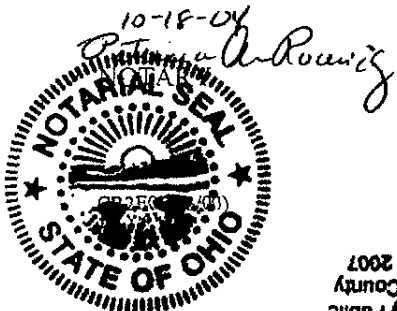
1. Two or more persons are named in the Trust.
2. The principal address is 6745 Engle Road, Suite 300, Cleveland, OH  
44130
3. The registered agent and street address in the State of Florida is:  
C T Corporation System  
1200 South Pine Island Road, Plantation, FL 33324
4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.

*Diane Stout*

Diane Stout, Asst Secretary

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.



*[Signature]*  
Name:  
Chairman of the Board of Trustees

Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)

PATRICIA ANN RODEEWICK, Notary Public  
State of Ohio - Recorded in Lake County  
My commission expires Dec. 10, 2007

2004 OCT 19 P 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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U-STORE-IT TRUST  
DECLARATION OF TRUST

Dated July 26, 2004

This DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustee (as defined herein).

ARTICLE I  
FORMATION

The trust (the "Trust") is a real estate investment trust within the meaning of Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time ("Title 8"). The Trust shall not be deemed to be a general partnership, limited partnership, joint venture, joint stock partnership, limited partnership, joint venture, joint stock company or a corporation (but nothing herein shall preclude the Trust from being treated for tax purposes as an association under the Internal Revenue Code of 1986, as amended from time to time (the "Code")).

ARTICLE II

NAME

The name of the Trust is:

U-Store-It Trust

The Board of Trustees of the Trust (the "Board of Trustees" or the "Board"), without shareholder action, may amend the Declaration of Trust to change the name of the Trust as provided by Maryland law.

ARTICLE III

PURPOSES AND POWERS

Section 1. Purposes. The purposes for which the Trust is formed are to engage in any business or activity permitted to be engaged in by a real estate investment trust under Title 8, including, without limitation or obligation, engaging in business as a real estate investment trust under the Code.

Section 2. Powers. The Trust shall have all of the powers granted to real estate investment trusts by Title 8 and all other powers which are not inconsistent with law and are appropriate to promote and attain the purposes set forth in the Declaration of Trust.

\\NDU 21758001 1991091.1

**STATE OF MARYLAND**

I hereby certify that this is a true and complete copy of the  
page document on file in this office. DATED: July 26, 2004  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
BY: Paula W. Brown, Custodian  
This stamp replaces our previous certification system. Effective: 6/95

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ARTICLE IV

##### RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is The Corporation Trust Incorporated, whose post office address is 300 East Lombard Street, Baltimore, Maryland 21202. The Trust may have such offices or places of business within or outside the State of Maryland as the Board of Trustees may from time to time determine.

#### ARTICLE V

##### BOARD OF TRUSTEES

Section 1. Powers. Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, (a) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (b) the Board shall have full, exclusive and absolute power, control and authority over any and all property of the Trust. The Board may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of the Trust. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the Board. Any construction of the Declaration of Trust or determination made in good faith by the Board concerning its powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Board of Trustees included in the Declaration of Trust or in the Bylaws shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of the Declaration of Trust or the Bylaws or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board or the trustees of the Trust (collectively, the "Trustees" and, individually, a "Trustee") under the general laws of the State of Maryland or any other applicable laws.

The Board, without any action by the shareholders of the Trust (collectively, the "Shareholders" and, individually, a "Shareholder"), shall have and may exercise, on behalf of the Trust, without limitation, the power to terminate the status of the Trust as a real estate investment trust under the Code; to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from holders of shares of beneficial interest of the Trust; and to do any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

Section 2. Number. The number of Trustees initially shall be one, which number may thereafter be increased or decreased by the Trustees then in office from time to time; however, the total number of Trustees shall be not less than one and not more than 13. No reduction in the number of Trustees shall cause the removal of any Trustee from office prior to the expiration of his term.

Section 3. Initial Board. Robert J. Amsdell shall serve as Trustee until the first annual meeting of shareholders and until his successor is duly elected and qualifies.

Section 4. Term. The Trustees shall be elected at each annual meeting of the Shareholders and shall serve until the next annual meeting of the Shareholders and until their successors are duly elected and qualify.

Section 5. Removal. A Trustee may be removed, at any time, but only for cause, by the affirmative vote of the holders of a majority of the Shares then outstanding and entitled to vote generally in the election of the Trustees.

#### ARTICLE VI

##### SHARES OF BENEFICIAL INTEREST

The beneficial interest of the Trust shall be divided into shares of beneficial interest (the "Shares"). The Trust has authority to issue up to 200,000,000 common shares of beneficial interest, \$0.01 par value per share ("Common Shares"), and up to 40,000,000 preferred shares of beneficial interest, \$0.01 par value per share ("Preferred Shares"). The Board of Trustees may classify or reclassify any unissued Shares from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Shares.

The Board of Trustees may authorize the issuance from time to time of Shares of any class or series, whether now or hereafter authorized, or securities or rights convertible into Shares of any class or series, whether now or hereafter authorized, for such consideration (whether in cash, property, past or future services, obligation for future payment or otherwise) as the Board of Trustees may deem advisable (or without consideration in the case of a Share split or Share dividend), subject to such restrictions or limitations, if any, as may be set forth in the Declaration of Trust or the Bylaws of the Trust.

#### ARTICLE VII

##### RESTRICTION ON TRANSFER AND OWNERSHIP OF SHARES

[INTENTIONALLY OMITTED]

#### ARTICLE VIII

##### SHAREHOLDERS

There shall be an annual meeting of the Shareholders at a convenient location, to be held after delivery of the annual report and on proper notice to the Shareholders, at such time and place as shall be determined by resolution of the Board of Trustees.

## ARTICLE IX

### LIABILITY OF SHAREHOLDERS, TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS AND TRANSACTIONS BETWEEN THEM AND THE TRUST

Section 1. Limitation of Shareholder Liability. No Shareholder shall be liable for any debt, claim, demand, judgment or obligation of any kind, against or with respect to the Trust by reason of his being a Shareholder, nor shall any Shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any person in connection with the property or affairs of the Trust.

Section 2. Limitation of Trustee and Officer Liability. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of trustees and officers of a real estate investment trust, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages. Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of this Declaration of Trust inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 3. Express Exculpatory Clauses in Instruments. Neither the Shareholders nor the Trustees, officers, employees or agents of the Trust shall be liable under any written instrument creating an obligation of the Trust, and all persons shall look solely to the property of the Trust for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any Shareholder, Trustee, officer, employee or agent liable thereunder to any third party, nor shall the Trustees or any officer, employee or agent of the Trust be liable to anyone for such omission.

Section 4. Indemnification. The Trust shall indemnify, to the fullest extent permitted by the laws of the State of Maryland, any present or former Trustee, who, by reason of such position, was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

Section 5. Transactions Between the Trust and its Trustees, Officers, Employees and Agents. Subject to any express restrictions in this Declaration of Trust or adopted by the Trustees in the Bylaws or by resolution, the Trust may enter into any contract or transaction of any kind (including, without limitation, for the purchase or sale of property or for any type of services, including those in connection with underwriting or the offer or sale of Securities of the Trust) with any person, including any Trustee, officer, employee or agent of the Trust or any person affiliated with a Trustee, officer, employee or agent of the Trust, whether or not any of them has a financial interest in such transaction.

**ARTICLE X**  
**AMENDMENT**

Section 1. General. This Declaration of Trust may not be amended except as provided in this Article X.

Section 2. By Trustees. The Trustees, by a two-thirds vote, may amend any provision of this Declaration of Trust from time to time to enable the Trust to qualify as a real estate investment trust under the Code or under Title 8.

Section 3. By Shareholders. Except as provided in Section 2 of this Article X, this Declaration of Trust may be amended only after the Board of Trustees has adopted a resolution setting forth the proposed amendment and declares such amendment advisable and such amendment has been approved by the affirmative vote of the holders of not less than a majority of the Shares then outstanding and entitled to vote thereon.

**ARTICLE XI**  
**DURATION OF TRUST**

The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 8.

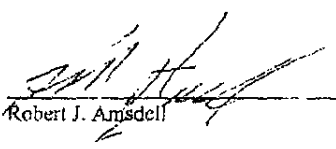
**ARTICLE XII**  
**MISCELLANEOUS**

This Declaration of Trust is executed by the Trustee and delivered in the State of Maryland with reference to the laws thereof, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed according to the laws of the State of Maryland without regard to conflicts of laws provisions thereof.

[Signature page follows.]



IN WITNESS WHEREOF, this Declaration of Trust has been executed on this 26th day of July, 2004 by the undersigned Trustee, who acknowledges that this document is his act, that to the best of his knowledge, information, and belief, the matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.



Robert J. Amsdell

July 26, 2004

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND  
FOR THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.

By: Billie J. Swoboda, VP  
SIGNATURE

Billie J. Swoboda, VP  
PRINT NAME