

F03018

BYRD AND MURPHY

ATTORNEYS AT LAW

THOMAS E. BYRD
JAMES O. "RUSS" MURPHY, JR.
BOARD CERTIFIED CIVIL TRIAL LAWYER

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April 8, 1999

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****140.00 *****52.50

Corporate Division
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL. 32399

Re: Interstate Warehouses/Mortgage/General Electric Capital Corporation

Greetings:

I enclose Articles of Amendment and Restatement of the Certificate of Incorporation of Mini-Storage Management Corp., a Florida corporation.

I request that you file this in your department and forward to me two certified copies of the enclosed document.

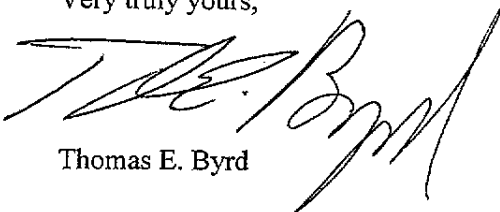
I enclose this firm's check for \$140.00 in payment of the following fees provided for in Florida Statute 607.0122.

The amount of the enclosed check was computed as follows:

a.	Amendment to Articles of Incorporation	\$ 35.00
b.	Two certified copies	\$105.00
	Total	\$140.00

Please return the certified copies in the enclosed FedEx package.

Very truly yours,



Thomas E. Byrd

TEB/sls

Enclosures

FILED
99 MAY -4 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Post
DRE
5/15

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April 26, 1999

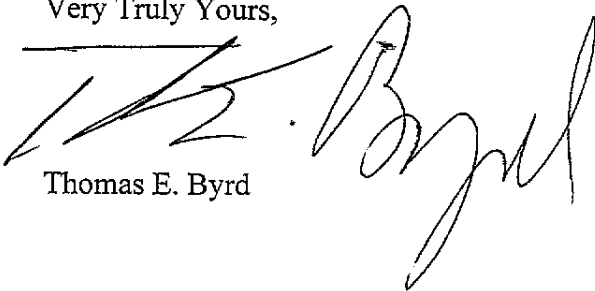
Florida Department of State Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Your Re: Letter # 199A00021046
Our Re: Interstate Warehouse/Mortgage/General Electric Capital Corp.

Concerning Mini-Storage Management Corp. reference # F03018 and your letter of April 22, 1999 a copy of which is enclosed, we enclosed the revised Articles of Amendment and Restatement of the Certificate of Incorporation of Mini-Storage Management Corp.

If you find the document as revised in order, I request that you file it and issue to me a certified copy in accordance with my earlier request.

Very Truly Yours,



Thomas E. Byrd

Cc: Julie B. Schwartzberg, Esq.
P.O. Box 14036
Ft. Lauderdale, Florida 33302



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 22, 1999

THOMAS E. BYRD
BYRD AND MURPHY
524 S. ANDREWS AVENUE, SUITE 200N
FT. LAUDERDALE, FL 33301

SUBJECT: MINI-STORAGE MANAGEMENT CORP.
Ref. Number: F03018

We have received your document for MINI-STORAGE MANAGEMENT CORP. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE WORD INITIAL MUST BE DELETED FROM ARTICLE SIX, CONCERNING THE REGISTERED AGENT. THE INITIAL REGISTERED AGENT WAS THOMAS E. BYRD.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 199A00021046

FILED
99 MAY -4 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE CERTIFICATE OF INCORPORATION OF MINI-STORAGE MANAGEMENT CORP.

MINI-STORAGE MANAGEMENT CORP. by virtue of the Certificate of Incorporation filed on the 24th day of October, 1980, hereby certifies that on the 30th day of March, 1999, at 3:00 p.m., a Special Meeting of the Board of Directors was held at the offices of the corporation in Broward County, Florida, pursuant to a Call and Waiver of such meeting signed by all members of the Board of Directors of this corporation, and at such meeting the following resolution was adopted, to-wit:

RESOLVED by the Board of Directors of MINI-STORAGE MANAGEMENT CORP. that the Board deems it advisable that the Articles of Incorporation be amended and restated in their entirety in accordance with the provisions of Florida Statutes 607.1001 etc. to read as follows:

ARTICLE ONE:

The name of this corporation shall be MINI-STORAGE MANAGEMENT CORP.

ARTICLE TWO: PURPOSE:

The Corporation's business and purpose shall consist solely of the following:

- (i) the acquisition, ownership, operation and management of the real estate project known as A Storage Place I located at 132 NW 25th Terrace, 138 NW 25th Terrace, and 127 NW 25th Avenue all in Fort Lauderdale, Broward County, Florida 33311 and A Storage Place II located at 2523 NW 6th Street, Fort Lauderdale, Broward County, Florida 33311 (the Property) and pursuant to and in accordance with these Articles of Incorporation (See Exhibit A for legal description of A Storage Place I and Exhibit B for legal description of A Storage Place II); and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE THREE: LIMITATIONS ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage dated in April of 1999, with General Electric Capital Corporation and its assigns, as Lender, (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article II;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;

- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend Articles Two, Three or Four of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

ARTICLE FOUR: SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and is separate stationary, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE FIVE: CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 7,500 shares of common stock, and the par value of each said shares shall be \$1.00.

ARTICLE SIX: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 108 SE 8th Avenue, Suite 116, Fort Lauderdale, Florida 33301 and the name of the registered agent is HUGH A. ANDERSON.

ARTICLE SEVEN: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE EIGHT: DIRECTORS

The number of directors constituting the Board of Directors is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS E. BYRD	524 South Andrews Avenue Fort Lauderdale, Florida 33301
HUGH A. ANDERSON	108 SE 8 th Avenue, Suite 116 Fort Lauderdale, Florida 33301

ARTICLE NINE: INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS E. BYRD	524 South Andrews Avenue Fort Lauderdale, Florida 33301

BE IT FURTHER RESOLVED by the Board of Directors that the officers of the corporation be directed to forthwith call a meeting of the Stockholders of record entitled to vote for consideration of the Amendment and Restatement.

That all of the Directors of the said corporation voted for said Resolution.

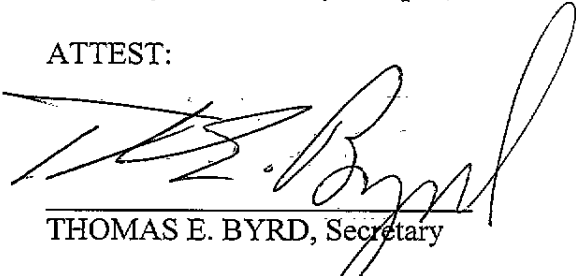
In compliance with such Resolution, a Special Meeting of the Stockholders of this Corporation was held at 4:00 p.m. on March 30, 1999 in the offices of the corporation in Broward County, Florida, which meeting was held in compliance with a Waiver and Consent signed by all of the Stockholders of this Corporation. At such meeting, all of the Stockholders, upon a canvass

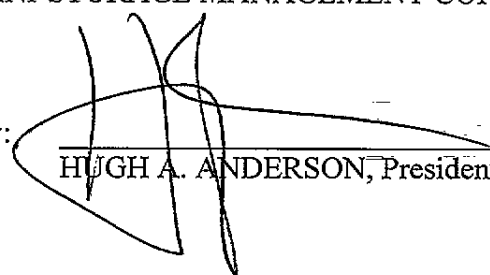
of such Stockholders on the adoption of such Resolution, voted in favor of the Amendment and Restatement of the Articles of Incorporation of this Corporation, as provided in the foregoing Resolution.

IN WITNESS WHEREOF, MINI-STORAGE MANAGEMENT CORP., has caused these presence to be signed in the name of its President and its corporate seal affixed, attested by its Secretary, this 23rd day of April, 1999.

ATTEST:

MINI-STORAGE MANAGEMENT CORP.


THOMAS E. BYRD, Secretary


By: 
HUGH A. ANDERSON, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared HUGH A. ANDERSON, President, and THOMAS E. BYRD, Secretary, of MINI-STORAGE MANAGEMENT CORP., to me well known to be the President and Secretary who executed the foregoing Certificate of Amendment and Restatement of Articles of Incorporation and they duly acknowledge before me that they executed the same for and in behalf of said corporation, and that the same is true and correct. They did not take an oath.

WITNESS by hand and official seal in the County and State aforesaid, this 27th day of April, 1999.

My commission expires:


Notary Public



ACCEPTANCE BY REGISTERED AGENT

I am familiar with and hereby accept the duties and responsibilities as register agent for MINI-STORAGE MANAGEMENT CORP.



Hugh A. Anderson

04-27-99
Date

EXHIBIT "A"
LEGAL DESCRIPTION

FOR
A STORAGE PLACE I

Lots 17 and 18, Block 2, WEST BROWARD CENTER, according to the Plat thereof, recorded in Plat Book 24, Page 18 of the Public Records of Broward County, Florida.

Lots 15 and 16, Block 2, WEST BROWARD CENTER, according to the Plat thereof, recorded in Plat Book 24, Page 18, of the Public Records of Broward County, Florida, with a portion of Southeast one-quarter (SE ¼) of Section 5, Township 50 South, Range 42 East, lying East of and adjacent to said Lots 15 and 16, and lying West of Northwest 25th Avenue and lying South of Easterly extension of the North line of said Lot 16, and lying North of Easterly extension of South line of said Lot 15.

A parcel of land in the Southeast one-quarter (SE ¼) of Section 5, Township 50 South, Range 42 East, Broward County, Florida, described as follows:

Commencing at the Southwest corner of the Southeast one-quarter (SE ¼) of said Section 5; thence Easterly along the South line of the said Section 5, a distance of 990 feet; thence Northerly and parallel to the West line of the said Southeast one-quarter (SE ¼) of Section 5, making an angle of 90 20'30" in the Northwest quadrant, a distance of 450 feet, to the Point of Beginning; thence continuing Northerly along the last mentioned course a distance of 150 feet, to a point of intersection with the Easterly extension of the North lot line of Lot 14, Block 2, WEST BROWARD CENTER, according to the Plat thereof, recorded in Plat Book 24, Page 18, of the Public Records of Broward County, Florida; thence Westerly making an included angle of 89 39'30" along said Easterly extension of the North lot line of said Lot 14 a distance of 130.0 feet to the Northeast corner of said Lot 14; thence Southerly making an included angle of 90 20'30" along the East boundary line of Lots 12, 13 and 14, of Block 2, said WEST BROWARD CENTER, a distance of 150.0 feet to the Southeast corner of Lot 12, Block 2, said WEST BROWARD CENTER; thence Easterly along the Easterly extension of the South line of said Lot 12, making an included angle of 89 39'30" a distance of 130.0 feet to the Point of Beginning.

EXHIBIT "B"
LEGAL DESCRIPTION
FOR
A STORAGE PLACE II

PARCEL 2 - SUBJECT PROPERTY:

A portion of Parcel "A", ALEC AND MASON SUBDIVISION, according to the Plat thereof, recorded in Plat Book 83, Page 22, of the Public Records of Broward County, Florida, more fully described as follows:

Beginning at the Northwest corner of said Parcel "A"; thence due East, on the North line of said Parcel "A", a distance of 586.00 feet; thence due South, a distance of 526.50 feet; thence due West, on the South line of said Parcel "A", a distance of 176.53 feet; thence due North, a distance of 130.00 feet ; thence due West, a distance of 200.47 feet; thence due North, a distance of 370.50 feet; thence due West, a distance of 209.17 feet; thence due North 00 21'49" East, on the West line of said Parcel "A", a distance of 26.00 feet to the Point of Beginning.

Said lands situate, lying and being in Broward County, Florida, and containing 177,865 square feet or 4.0832 acres more or less.

PARCEL 2.1 - INGRESS AND EGRESS EASEMENT:

A Portion of Parcel "A", ALEC AND MASON SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 83, Page 22, of the Public Records of Broward County, Florida, more fully described as follows:

Commencing at the Southeast corner of said Parcel "A"; thence due West, along the South line of said Parcel "A", a distance of 453.74 feet to the POINT OF BEGINNING; thence continuing due West along the South line, a distance of 29.00 feet; thence due North, a distance of 130.00 feet; thence due East, a distance of 29.00 feet; thence due South, a distance of 130.00 feet to the POINT OF BEGINNING.

Said lands situate, lying and being in Broward County, Florida and containing 3,770 square feet or 0.0865 acres more or less.

PARCEL 2.2 - NORTH DRAINAGE EASEMENT:

A Portion of Parcel "A", ALEC AND MASON SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 83, Page 22 of the Public Records of Broward County, Florida, more fully described as follows:

Commencing at the Northwest corner of said Parcel "A"; thence due East along the North line of said Parcel "A", a distance of 580.00 feet to the POINT OF BEGINNING; thence North 26 00'00" East, a distance of 103.00 feet to a point on a curve and a point on the North line of said Parcel "A"; thence Easterly along a curve to the left, whose tangent bears South 82 33'18" East, having a radius of 163.37 feet and a central angle of 3 44'10", an arc distance of 10.67 feet; thence South 26 00'00" West, a distance of 113.54 feet; thence due North, a distance of 10.51 feet; thence West, a distance of 6.00 feet to the POINT OF BEGINNING.

Said lands situate, lying and being in Broward County, Florida, and containing 1,051 square feet or 0.0241 acres more or less.

PARCEL 2.3 - SOUTH DRAINAGE EASEMENT:

A Portion of Parcel "A", ALEC AND MASON SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 83, Page 22 of the Public Records of Broward County, Florida, more fully described as follows:

- Commencing at the Southeast corner of said Parcel "A"; thence due West along the South line of said Parcel "A", a distance of 277.21 feet; thence due North, a distance of 116.49 feet to the POINT OF BEGINNING; thence due West, a distance of 15 feet; thence due North, a distance of 13 feet; thence due East, a distance of 15 feet; thence due South, a distance of 3.00 feet; thence due East, a distance of 129.75 feet to the point on the East line of said Parcel "A" and a point on a curve; thence Southeasterly along a curve to the left whose tangent bears South 39 22'10" East, having a radius of 79.23 feet and a central angle of 10 08'30", and an arc distance of 14.02 feet to a point; thence due West, a distance of 139.45 feet to the Point of Beginning.

Said lands situate, lying and being in Broward County, Florida, and containing 1,537 square feet or 0.0353 acres more or less.

PARCEL 2.4 - CROSS PARKING EASEMENT AREA

A Portion of Parcel "A", ALEC AND MASON SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 83, Page 22 of the Public Records of Broward County, Florida, more fully described as follows:

Commencing at the Southeast corner of said Parcel "A"; thence due West along the South line of said Parcel "A", a distance of 453.74 feet to the Point of Beginning; thence continue West along the South line of said Parcel "A", a distance of 226.82 feet; thence due North, a distance of 52.00 feet; thence due East, a distance of 166.00 feet; thence due North, a distance of 31.00 feet; thence due West, a distance of 90.00 feet; thence due North, a distance of 42.00 feet; thence due West a distance of 75.00 feet; thence due North a distance of 21.00 feet; thence due West a distance of 25.07 feet; thence North $0^{\circ}21'49''$ East, a distance of 24.00 feet; thence due East a distance of 50.27 feet; thence due South a distance of 40.00 feet; thence due East, a distance of 200.47 feet; thence due South, a distance of 130.00 feet to the Point of Beginning.

Said lands situate, lying and being in Broward County, Florida, containing 22,758 square feet or 0.5225 acres more or less.