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STORAWAY SELF STORAGE, L.L.C.
1255 Rockledge Drive
Rockledge, Florida 32955

Telephone (407) 639-1295
Facsimile (407)-639-1496

September 13, 2000

Corporate Documents
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Re: Filing of Amended Articles of Organization of Storaway Self-Storage, L.L.C.

Dear Sirs/Madams,

Enclosed please find the executed Amended Articles of Organization of Storaway Self-Storage, L.L.C. for filing with the Division of Corporations.

Also find enclosed a check in the amount of \$155.00 for the following fees:

Filing Fee	\$ 25.00
Certified Copy Fee	\$ 30.00

The certified copy of the filed Amended Articles of Organization can be mailed back to me at the above address. Should you have any questions or there be any further information required for filing, please feel free to contact me at the above telephone number.

Thank you for your assistance.

Sincerely,



Lee M. Payne
Managing Member Storaway Self-Storage, L.L.C.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

STORAWAY SELF STORAGE, L.L.C.

(A Florida Limited Liability Company)

- FIRST:** The date of filing of the original articles of organization was June 26, 2000.
- SECOND:** The following amendments to the articles of organization were adopted by the limited liability company, and should now read as follows:

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as follows:

Tom Smith	\$1350
Lee M. Payne	\$ 900


ARTICLE IX – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or the articles of organization. The names and addresses of the members of the company are

Tom Smith
2118 E. Parkton Drive
Deltona, Florida 32725

Lee M. Payne
1295 Rockledge Drive
Rockledge, Florida 32955

Dated: September 11, 2000



Lee M. Payne, Managing Member

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00 SEP 18 PM 5:00
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TALLAHASSEE, FLORIDA

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE BOARD OF MEMBERS

OF

STORAWAY SELF STORAGE, L.L.C.

We the undersigned, being all of the Board of Members of the Limited Liability Company, hereby agree and consent that the Special Meeting of the Board of Members of the Company be held on the date and time, and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting, or at any adjournment or adjournments thereof, as may be deemed advisable by the Board Members present thereat. Any business transacted at such meeting or at any adjournments thereof, shall be valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 1295 Rockledge Drive
Rockledge, Florida 32955

Date of Meeting: September 11, 2000

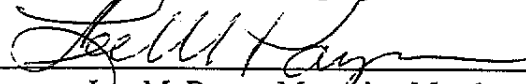
Time of Meeting: 4:00 p.m. (EDT)

Dated: September 11, 2000

Board of Members:



Tom Smith, Managing Member



Lee M. Payne, Managing Member

Stephan Ross, Managing Member

Tammy Ross, Managing Member

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OF THE BOARD OF MEMBERS
OF
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Rockledge, Florida 32955

Date of Meeting: September 11, 2000

Time of Meeting: 4:00 p.m. (EDT)

Dated: September 11, 2000

Board of Members:


Tom Smith, Managing Member



Lee M. Payne, Managing Member



Stephen Ross, Managing Member



Tammy Ross, Managing Member

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MINUTES OF SPECIAL MEETING

OF

BOARD OF MEMBERS

OF

STORAWAY SELF STORAGE, L.L.C.

A special meeting of the Board of Members of the above-captioned Limited Liability Company was held on the date, time, and at the place set forth in the written Waiver of Notice signed by all Board Members, fixing such time and place, and prefixed to the minutes of this meeting.

There were present the following:

TOM SMITH

LEE M. PAYNE

STEPHAN ROSS

TAMMY ROSS

being all Board of Members of the Company.

The meeting was called to order by Tom Smith.

It was moved and seconded and unanimously carried that

Tom Smith act as Chairman of the meeting and that

Lee M. Payne act as Secretary of the meeting.

Discussion was had concerning the resignation of Stephan Ross and Tammy Ross as Members and Board Members of the Company.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the resignations of Stephan Ross and Tammy Ross, given verbally to the entire Board of Members, be accepted. Further, that the Secretary of the meeting be

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authorized to prepare and submit an amendment to the Company's Articles of Organization to the State of Florida reflecting the resignations, in accordance with the statute.

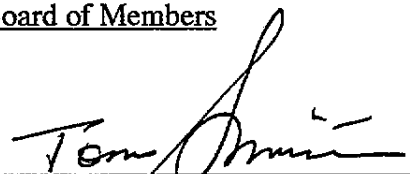
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

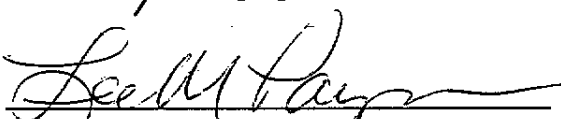
September 11, 2000


Lee M. Payne, Secretary

Attest:

Board of Members


Tom Smith, Managing Member


Lee M. Payne, Managing Member

Stephan Ross, Managing Member

Tammy Ross, Managing Member

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TALLAHASSEE, FLORIDA

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September 11, 2000


Lee M. Payne, Secretary

Attest:

Board of Members

Tom Smith, Managing Member


Lee M. Payne, Managing Member


Stephen Ross, Managing Member


Tammy Ross, Managing Member

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