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February 17, 1999

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VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002779541--7
-02/18/99--01065--012
****337.50 ****337.50

Re: **Kelly Road Self-Storage, L.L.C.**

Dear Sir/Madame:

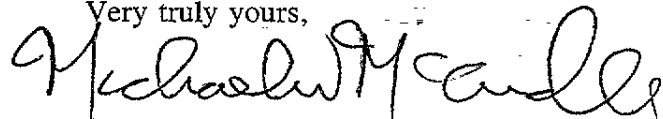
In connection with the formation of Kelly Road Self-Storage, L.L.C. (the "Company"), enclosed for filing with your office are the following documents:

1. Duplicate original Articles of Organization ("Articles");
2. Acceptance of Registered Agent;
3. Affidavit of Membership and Contributions; and
4. My Firm's check in the amount of \$337.50 for the following filing fees: \$250.00 for the Articles, \$35.00 for the Acceptance of Registered Agent, and \$52.50 for a certified copy of the Articles.

Please return a certified copy of the Articles to me for the Company's files.

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

Very truly yours,



Michael W. McArdle*

MWM/eem
Enclosures

*Admitted to practice law in Ohio and West Virginia only.

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ARTICLES OF ORGANIZATION
OF
KELLY ROAD SELF-STORAGE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Kelly Road Self-Storage, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 14360 McGregor Boulevard, Fort Myers, Florida 33919.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Harold C. Claypool, 14360 McGregor Boulevard, Fort Myers, Florida 33919.

ARTICLE V -- INITIAL CAPITAL CONTRIBUTIONS

The members of the company shall make initial contributions to the capital of the Company as set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Managers of the Company are:

	NAME	ADDRESS
(a)	Harold C. Claypool	14360 McGregor Boulevard Fort Myers, Florida 33919
(b)	James Joiner	6204 Spanish Main Drive Apollo Beach, Florida 33572

ARTICLE X - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 12th day of February, 1999.

ORGANIZER:

Harold C. Claypool
Harold C. Claypool

STATE OF FLORIDA

COUNTY OF LEE

Sworn to and subscribed before me this 12th day of February, 1999 by Harold C. Claypool.

Steven W. Hubbard
Name: Steven W. Hubbard

Personally Known X OR Produced Identified _____

Type of Identification Produced: _____

(SEAL)

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KELLY ROAD SELF-STORAGE, L.L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Kelly Road Self-Storage, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$0.00.
3. The value of non-cash property contributed by the members is \$250,000.00.
4. The total amount of cash or property anticipated to be contributed by members in the future is \$0.00.

THE AFFLIANT SAYS NOTHING FURTHER

Dated: February 12, 1999

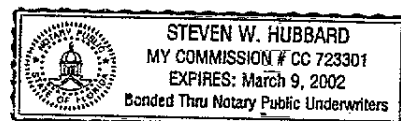
Harold C. Claypool
Harold C. Claypool

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 12th day of February, 1999, by Harold C. Claypool who is personally known to me or has produced _____ as identification.

Steven W. Hubbard
NOTARY PUBLIC, STATE OF FLORIDA
Steven W. Hubbard
Print or Type Name
My Commission Expires: 3/9/2002

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KELLY ROAD SELF-STORAGE, L.L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

Line 3. The Value of Non-Cash Property Contributed by the Members:

The value of non-cash property contributed by the members consists of undeveloped land with an agreed-upon value of \$125,000.00 and services and prepaid expenses with an agreed-upon value of \$125,000.00.

EXHIBIT "A"

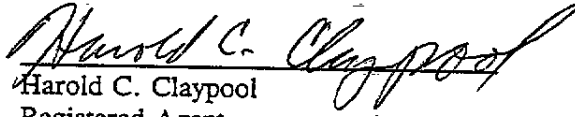
<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE</u>
Joiner International Associates, Inc.	\$125,000.00 *	50%
Chris, Carrie and Chuck, L.L.C.	\$125,000.00 *	50%

* Agreed value of contributed property and services.

KELLY ROAD SELF-STORAGE, L.L.C.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Kelly Road Self-Storage, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Harold C. Claypool
Registered Agent