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ACCOUNT NO. : 072100000032

REFERENCE : 003503 - 4363381

AUTHORIZATION : Patricia Pizeto

COST LIMIT : \$ 125.00

ORDER DATE : February 13, 2001

ORDER TIME : 8:39 AM

ORDER NO. : 003503-005

CUSTOMER NO: 4363381

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CUSTOMER: Wendy Van Kleeck, Paralegal
Smith Helms Mulliss & Moore
2800 Two Hannover Square
P.o. Box 27525
Raleigh, NC 27601

FOREIGN FILINGS

NAME: DEVON SELF-STORAGE LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: JP
2-15-01

01 FEB 15 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
01 FEB 15 AM 10:10
DIVISION OF CORPORATION

APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Devon Self-Storage LLC
(Name of foreign limited liability company)

2. Delaware 3. 94 330 4219
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 2, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2000 Powell Street, Suite 1240
Emeryville, California 94608
(Street address of principal office)

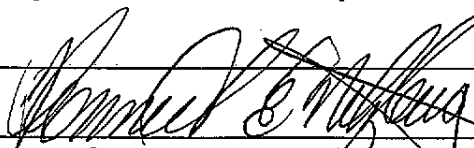
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Whitshall Street Real Estate Limited Partnership XI, L.P.
85 Broad Street, 10th Floor
New York, New York 10004

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate Investment



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Kenneth E. Nitzberg, CEO

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 FEB 15 AM 11:22
APPROVED AND FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Devon Self-Storage LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

APPROVED
AND
FILED
01 FEB 15 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEVON SELF-STORAGE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

APPROVED
AND
FILED

01 FEB 15 AM 11:25
SECRETARY OF STATE
ALLIANCE, FLORIDA



Harriet Smith Windsor
Secretary of State

2916693 8300

AUTHENTICATION: 0924822

010031201

DATE: 01-19-01