

P02000124068

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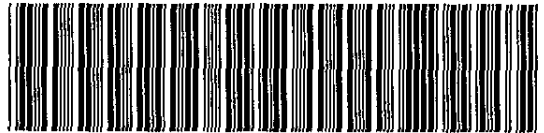
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Amend

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05 MAY 12 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CLERK OF COURT
TALLAHASSEE, FLORIDA

*Jayce gave
permission to
add 5/11/05 as the
date of adoption
PR
5/12/05*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 367642 7179256

AUTHORIZATION

Patricia Pizote

COST LIMIT : \$ 43.75

ORDER DATE : May 12, 2005

ORDER TIME : 10:20 AM

ORDER NO. : 367642-005

CUSTOMER NO: 7179256

CUSTOMER: Virginia Manning, Legal Asst
Lightsey & Associates, P.a.
2105 Park Avenue North

Winter Park, FL 32789

DOMESTIC AMENDMENT FILING

NAME: SPRING HILL STORAGE, INC.

EFFECTIVE DATE:

XX - RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sarah Crutchfield -- EXT# 2996

EXAMINER'S INITIALS: _____

**AMENDMENT TO ARTICLES OF INCORPORATION
OF SPRING HILL STORAGE, INC.**

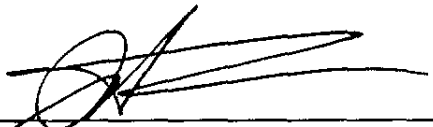
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of Spring Hill Storage, Inc. ("Corporation") were filed on November 20, 2002. The document number of the Corporation is P02000124068.

2. Pursuant to Section 607.1006, Florida Statutes, the Corporation hereby amends and restates the Articles of Incorporation in their entirety by the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" ("Amended Articles"). The Amended and Restated Articles shall replace and supercede any and all provisions of any previously filed Articles of Incorporation.

3. The Amended Articles are adopted upon filing with the Secretary of State.

4. The Amended Articles have been adopted and approved by written action of all of the Shareholders of the Corporation, which constitutes sufficient votes for approval on May 11, 2005.



Randy X. Ferreira
President

EXHIBIT "A"

Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
SPRING HILL STORAGE, INC.**

ARTICLE I - NAME

The name of this corporation is Spring Hill Storage, Inc. (the "Corporation").

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

- (i) To engage solely in the ownership, operation and management of the real estate project known as Barclay Self Storage, Spring Hill, Florida located in Spring Hill, Florida (the "Property"), pursuant to and in accordance with these Amended and Restated Articles of Incorporation (the "Articles") and the Corporation's by-laws; 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 IV - POWERS

This Corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This Corporation is authorized to issue 3,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the Corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office and mailing address of the Corporation shall be:

8402 Laurel Fair Circle
Suite 205
Tampa, FL 33610

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this Corporation 8402 Laurel Fair Circle, Suite 205, Tampa, FL 33610, and the name of the initial registered agent of this Corporation at that address is Randy X. Ferreira.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than ten. The name and address of the initial directors of this Corporation are:

Randy X. Ferreira
8402 Laurel Fair Circle
Suite 205
Tampa, FL 33610

Raymond Rairigh
8402 Laurel Fair Circle
Suite 205
Tampa, FL 33610

Ronald Roseman
8402 Laurel Fair Circle
Suite 205
Tampa, FL 33610

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these amended and restated articles are all of the shareholders of the Corporation, to wit:

Randy X. Ferreira
8402 Laurel Fair Circle
Suite 205
Tampa, FL 33610

Raymond Rairigh
8402 Laurel Fair Circle
Suite 205
Tampa, FL 33610

Ronald Roseman
8402 Laurel Fair Circle
Suite 205
Tampa, FL 33610

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by-laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with these Articles and the by-laws of the Corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the Corporation.

ARTICLE XIII - AMENDMENT

Subject to the limitations set forth herein, this Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV- LIMITATIONS ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, so long as any portion of the Loan (hereinafter defined) remains outstanding, 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 permitted hereby or own any assets other than those related to the Property;
- (ii) do any act which would make it impossible to carry on the ordinary business of the Corporation, except as otherwise provided in these Articles;

- (iii) borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Corporation's property; except, however, the Corporation, acting through its President or any Vice President, is hereby authorized to secure financing (the "Loan") for the Corporation from Greenwich Capital Financial Products, Inc. in such amount and on such terms as the signing officer of the Corporation may elect, and to grant a mortgage, deed of trust, lien or liens on the Corporation's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;
- (iv) dissolve or liquidate, in whole or in part;
- (v) sell or lease or otherwise dispose of all or substantially all of the assets of the Corporation except in a manner, if any, consistent with the requirements of the documents evidencing the Loan;
- (vi) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, 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;
- (vii) amend the Articles or the by-laws of the Corporation; or
- (viii) 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.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (i) through (v) or items (vii) or (viii) above.

ARTICLE XV - SEPARATENESS/OPERATIONS MATTERS.

The Corporation shall:

- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in its own name and in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (iv) hold regular Board of Director and stockholder member meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (v) prepare separate tax returns and financial statements and not permit its assets to be listed as assets on the financial statements of any other entity, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements, the terms of which are intrinsically fair, commercially reasonable and are no less favorable than would be obtained in a comparable transaction with an unrelated third party;
- (viii) conduct business in its own name, and use separate stationery, invoices and checks;
- (ix) not commingle its assets or funds with those of any other person;
- (x) neither make any loans or advances to any person or entity nor hold evidence of indebtedness issued by any person or entity;
- (xi) not assume, guaranty or pay the debts or obligations of any other person or hold out its credit as being available to satisfy the obligations of others;
- (xii) timely pay all of its tax obligations;
- (xiii) pay its own liabilities only out of its own funds;
- (xiv) not pledge its assets for the benefit of any other entity;

- (xv) pay the salaries of its own employees, if any, and maintain a sufficient number of employees in light of the contemplated business operations;
- (xvi) correct any known misunderstanding regarding its separate identity;
- (xvii) not acquire any securities or obligations of its officers, shareholders or any affiliate;
- (xviii) cause the officers and other representatives of the Corporation to act at all times with respect to the Corporation consistent and in furtherance of the foregoing and in the best interests of the Corporation while simultaneously considering the interests of its creditors;
- (xix) maintain adequate capital in light of the Corporation's contemplated business purpose, transactions and liabilities;
- (xx) remain solvent and pay all of its debts and liabilities from its assets as they become due; and
- (xxi) not identify any of its shareholders or any affiliate thereof as a division or part of the Corporation, and will not identify itself as a division or part of any other entity.

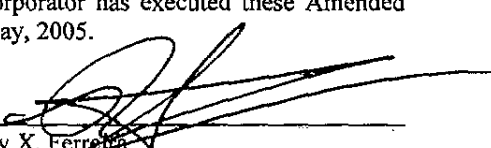
ARTICLE XV - TITLE TO CORPORATE PROPERTY

All property owned by the Corporation shall be owned by the Corporation as an entity and, insofar as permitted by applicable law, no shareholder or officer shall have any ownership interest in any corporate property in its individual name or right and, each share or other ownership interest in the Corporation shall be personal property for all purposes.

ARTICLE XVI- SUBORDINATION OF INDEMNITIES

All indemnification obligations of the Corporation are fully subordinated to any obligations relative to the Loan or respecting the Property and such indemnification obligations shall in no event constitute a claim against the Corporation if cash flow in excess of amounts necessary to pay obligations under the Loan is insufficient to pay such indemnification obligations.

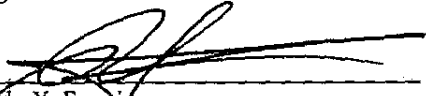
IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 11th day of May, 2005.



Randy X. Ferreira
Shareholder

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation 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.



Randy X. Ferreira
Date: May 11, 2005