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FILED
98 MAY 20 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 14, 1998

Return To
Flu ASAP
Attorneys' Title Insurance Fund, Inc.
660 East Jefferson St.
Suite 200
Tallahassee, FL 32301

Attn: Corporate Filing

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-05/20/98--01063--027
****122.50 ****122.50

Re: STORAGE EXPRESS, INC.

Dear Madam or Sir:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation for the above reference corporation.

Please file asap, obtain a certified copy of same and federal express back to me.

Thank you.

[Signature]
Very truly yours,

ROBERT H. ASCHHEIM
FUND # 5394

RECEIVED
98 MAY 20 PM 1:25
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

Amend.
5-20-98
CC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STORAGE EXPRESS, INC.

1. Article II of the Articles of Incorporation of Storage Express, Inc. is amended to read as follows:

"ARTICLE II
NATURE OF CORPORATE BUSINESS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the nature of the business and the nature of the purposes to be conducted and promoted by the Corporation is to engage solely in the following activities:

a. to acquire that certain parcel of real property, together with all improvements located thereon, in the City of Lauderhill, State of Florida legally described as follows:

A PORTION OF TRACT "A" OF "LAUDERHILL MUNICIPAL TRACT" AS RECORDED IN PLAT BOOK 85 PAGE 7 OF THE PUBLIC RECORDS OF BROWARD COUNTY FLORIDA; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT NORTHEAST CORNER OF SAID TRACT "A", THENCE RUN NORTH 79° 24' 47" WEST, ALONG NORTH LINE OF SAID TRACT, 252.00 FEET TO THE POINT OF BEGINNING; THENCE NORTH 79° 24' 47" WEST 684.83 FEET; THENCE SOUTH 10° 35' 13" WEST 381.61 FEET TO SOUTH LINE OF TRACT "A"; THENCE SOUTH 89° 55' 58" EAST, ALONG SAID SOUTH LINE 696.54 FEET; THENCE NORTH 10° 35' 13" EAST 254.45 FEET TO THE POINT OF BEGINNING. SAID LANDS LYING, SITUATE AND BEING IN THE CITY OF LAUDERHILL, BROWARD COUNTY, FLORIDA (the "Property");

b. to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property; and,

PREPARED BY:
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FLA. BAR # 167432

c. to exercise all powers enumerated in the Corporation Law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Corporation shall not incur, assume or guaranty any other indebtedness. The Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer of the properties and assets of the Corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article and in Article IX: SEPARATENESS COVENANTS, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this Corporation and be continuing. For so long as a mortgage lien exists on the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, no material amendment to this certificate of incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property."

2. Article VIII is added to the Articles of Incorporation and as such Article VIII shall read as follows:

"ARTICLE VIII INDEMNIFICATION

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, any indemnification by the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations."

3. Article IX is added to the Articles of Incorporation and as such Article IX shall read as follows:

"ARTICLE IX
SEPARATENESS COVENANTS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, for so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. it shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space;

2. it shall maintain separate corporate records and books of account from those of its parent and any affiliate;

3. its Board of Directors shall hold appropriate meetings or act by unanimous consent to authorize all appropriate corporate actions and in authorizing such actions, shall observe all corporate formalities;

4. it shall not commingle assets with those of its parent and any affiliate;

5. it shall conduct its own business in its own name;

6. it shall maintain financial statements separate from its parent and affiliate;

7. it shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate;

8. it shall maintain an arm's length relationship with its parent and any affiliate;

9. it shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others;

10. it shall use stationery, invoices and checks separate from its parent and any affiliate;

11. it shall not pledge its assets for the benefit of any

other entity, including its parent and any affiliate; and,

12. it shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate;

"control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise;

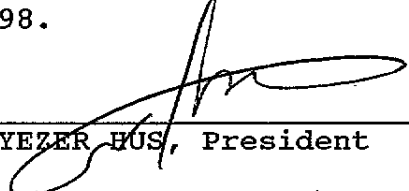
"controlling" and "controlled" have meanings correlative to that of "control";


"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation;

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization or government or any agency or political subdivision thereof."

4. This Amendment to the Articles of Incorporation was adopted unanimously by the shareholders of the Corporation on May 3, 1998.

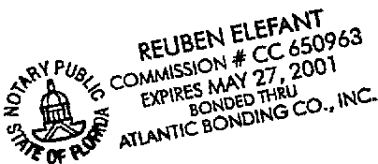
IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on May 15, 1998.



ELYEZER HUS, President


EDNA HUS, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

15 The foregoing instrument was acknowledged before me this
day of May, 1998, by ELYEZER HUS as President and by EDNA HUS
as Secretary of STORAGE EXPRESS, INC., who are personally known to
me or have produced _____ as
identification.





Notary Public

My Commission expires: