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DIVISION OF CORPORATIONS

BASIC AMENDMENT
SELF-STOR ALAFAYA PARTNERS, INC.

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AMEND
9/25/02
9/27
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

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September 26, 2002

SELF-STOR ALAFAYA PARTNERS, INC.
310 W. CENTRAL PARKWAY
SUITE 7000
ALTAMONTE SPRINGS, FL 32714

SUBJECT: SELF-STOR ALAFAYA PARTNERS, INC.
REF: P94000014264

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

- (1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.
 - (a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-
 - (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.
- (2) If an amendment was adopted by the incorporators or board of directors without shareholder action.
 - (a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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Karen Gibson
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**AMENDMENT TO
ARTICLES OF INCORPORATION**

The Articles of Incorporation for Self-Stor Alafaya Partners, Inc. filed with the Florida Secretary of State on February 21, 1994 are hereby amended as follows:

- 1. Article III of the Articles of Incorporation is replaced by the following:

ARTICLE III: PURPOSE

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

(i) To acquire a general partnership interest in and act as a general partner of Shurgard-Alafaya Joint Venture, LLP (the "Partnership"), which is engaged solely in the acquisition, ownership, operation and management of the self-service storage facility located at 1851 North Alafaya Trail, Orlando, Florida, 32826, Orange County, Florida (the "Property"), and such activities as are necessary, incidental or appropriate in connection therewith, pursuant to and in accordance with these Articles of Incorporation and the Shurgard-Alafaya Joint Venture Agreement, as amended; and

(ii) to engage in such other lawful activities permitted to corporations by the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing."

- 2. A new article entitled "**ARTICLE X - LIMITATIONS**" is added as follows:

"ARTICLE X - LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, for as long as the Mortgage, as hereafter 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 set forth in Article III or cause or allow the Partnership to engage in any business or activity other than as set forth in its Partnership Agreement;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;

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- (iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (vi) 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;
- (vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Partnership, 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 the Partnership or a substantial part of property of the Corporation or the Partnership, 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;
- (ix) amend, alter or modify Articles III, X or XI of the Articles of Incorporation of the Corporation or approve an amendment of Sections 1.2, 11.9, 11.10, 11.11 or 11.12 of the Partnership Agreement governing the Partnership; or
- (x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x)."

3. A new article entitled "ARTICLE XI - GENERAL" is added as follows:

"ARTICLE XI - GENERAL

"The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

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- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person."

4. Except as modified hereby, the Articles of Incorporation remain unchanged and in full force and effect.

5. The effective date of this Amendment shall be the date it is filed with the Secretary of the State of Florida. The foregoing Amendment was adopted by all of the Directors and Shareholders entitled to vote, without a meeting, by Unanimous Consent in Writing, dated the 25 day of Sept, 2002, which is sufficient for approval.

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be executed this 25 day of September, 2002.

SELF-STOR ALAFAYA PARTNERS,
INC., a Florida corporation

By: Wm. Michael Mickelson
Name: Wm. Michael Mickelson
Title: Pres.

Attest:

By: Wm. Michael Mickelson
Secretary