P95000052229

Hays Street
FL 101
9171

800-342-8

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : ~~632855~~ 8461A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : July 6, 1995

ORDER TIME : 9:34 AM

S00001530695

ORDER NO. : 632855

CUSTOMER NO: 8461A

CUSTOMER: Jan D. Mccormick, Esq
BRANT MOORE SAPP MCDONALD &
WELLS, P.A.
3100 Barnett Center
50 North Laura Street
Jacksonville, FL 32202

RECEIVED
95 JUL -6 AM 10:48
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: I.J. DAL, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

FILED
95 JUL -6 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS: ____

BROWN JUL - 6 1995

FILED
95 JUL -6 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
I.J. DAL, INC.

ARTICLE I - NAME

The name of this Corporation is I.J. DAL, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of $1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 3491 Pall Mall Drive, Jacksonville, Florida 32257-5463. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

James B. Jaffa
3491 Pall Mall Drive
Jacksonville, FL 32257-5463

Irene K. Jaffa
3491 Pall Mall Drive
Jacksonville, FL 32257-5463

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Brant, Moore, Sapp, Macdonald & Wells, P.A.
Suite 3100 - Barnett Center
50 North Laura Street
Jacksonville, FL 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 3100 - Barnett Center, 50 North Laura Street, Jacksonville, FL 32202 and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Sapp, Macdonald & Wells, P.A..

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

BRANT, MOORE, SAPP, MACDONALD & WELLS, P.A.

By: Jan D. McCormick

Jan D. McCormick
Its: Vice President
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for I.J. DAL, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, MOORE, SAPP, MACDONALD & WELLS, P.A.

By: Jan D. McCormick

Jan D. McCormick
Its: Vice President
Registered Agent

65275.1

P95000052229

BRANT, MOORE, MACDONALD & WELLS, P.A.
ATTORNEYS AND COUNSELLORS
SUITE 3100-BARNETT CENTER
50 NORTH LAURA STREET
JACKSONVILLE, FLORIDA
32202

WILLIAM F. BRANT
TERRY A. MOORE
JOHN B. MACDONALD
B. GRIER WELLS
SCOTT L. GLAZIER
THOMAS M. REITER
DAVID T. ABRAHAM
STEPHEN D. PROM
JAN D. McCORMICK

JEFFREY R. LUDWIG
JOHN I. FISHBURNE, III
DONALD E. TEBIERO, II
LEONARDO J. MAIMAN
WILLIAM L. FINGER
FRANK M. TALBOT, II
BENJAMIN C. HARDMAN

AL L. SCHNEIDER
OF COUNSEL

TELEPHONE (904) 353-3100
TELEFAX (904) 353-1166

MAILING ADDRESS:
POST OFFICE BOX 4848
JACKSONVILLE, FLORIDA
32201-4848

March 26, 1996

FILED
96 MAR 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100001761661
-03/28/96--01096--014
*****87.50 *****87.50

100001761661
3/28/96--01096--014

Corporate Division
Department of State
George Firestone Building
Post Office Box 6327
Tallahassee, Florida 32314

409 East Gaines Street
Tallahassee, Florida 32399

Re: I. J. DAL, Inc.
James B. Jaffa
BMM&W File No.: 3743-2

Dear Sir/Madam:

Enclosed please find one (1) original Articles of Amendment for the above referenced corporation. We have also enclosed our firm's check number 9568 in the amount of $87.50 to cover the cost of filing fee. We would appreciate your filing the Articles of Amendment immediately upon receipt and returning a certified copy of the filing to our office.

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

Very truly yours,

BRANT, MOORE, MACDONALD & WELLS, P.A.

Leonardo J. Maiman (cls)

Leonardo J. Maiman

N/C

LJM:cls
Enclosures

cc: Mr. James B. Jaffa w/enc.

VS APR 2 1996

SIGNED IN MR. MAIMAN'S ABSENCE
TO AVOID DELAY

80757.1

ARTICLES OF AMENDMENT
I. J. DAL, INC.

FILED
96 MAR 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of I. J. DAL, INC., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of I. J. DAL, INC., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is I. J. DAL, INC.

2. The Articles of Incorporation of I. J. DAL, INC. have been amended by deleting Article I in its entirety and by substituting in lieu thereof the following new Article I:

"ARTICLE I.

The name of this corporation shall be and is hereby declared to be BAYMEADOWS SELF STORAGE, INC."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on March 14, 1996, and written consent to the said Amendment was given on March 14, 1996, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of I. J. DAL, INC. shall be deemed to be amended accordingly.

DATED this 14th day of March, 1996.

President

Secretary

78915.1