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LAW OFFICES

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3355 OCEAN DRIVE
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May 1, 1996

Division of Corporations
Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

700001807047
-05/03/96--01072--003
****122.50 ****122.50

RE: USS CORPORATION

Gentlemen:

Enclosed for filing with your office is the original Articles of Incorporation of Indian River USS Corporation. Also enclosed is this firm's check in the amount of \$122.50 representing payment of the following fees:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$52.50
Total	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -3 PM 12:06

An extra copy of the Articles of Incorporation is enclosed for your use in providing a certified copy to the undersigned once the Articles have been filed.

Of course, if you should have any questions concerning the enclosed documents, please do not hesitate to give me a call.

Sincerely yours,

Edith E. Collins

Edith E. Collins
EEC/cw
Enclosure
cc: Mr. Hanks

g 5/9/96

ARTICLES OF INCORPORATION
OF
USS CORPORATION

FILED
CLERK OF STATE
CORPORATIONS
95 MAY -3 PM 12: 06

ARTICLE I

The name of the proposed corporation shall be USS CORPORATION.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to construct, own, operate and manage mini-storage facilities; and to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the

corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of \$10,000 shares of common stock having no par value and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred

corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 100,000 shares of common stock having no par value and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred

only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 206 Spinnaker Drive, Vero Beach, Florida 32963, and the mailing address is same.

ARTICLE VI

The street address of the initial registered office of this corporation is 206 Spinnaker Drive, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is Mr. James C. Hanks.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
James C. Hanks	206 Spinnaker Drive Vero Beach, Florida 32963
Kay Hanks	206 Spinnaker Drive Vero Beach, Florida 32963

Name	Address
Chris Hanks	206 Spinnaker Drive Vero Beach, Florida 32963

ARTICLE VIII

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
James C. Hanks	206 Spinnaker Drive Vero Beach, Florida 32963	5,100
Kay Hanks	206 Spinnaker Drive Vero Beach, Florida 32963	3,400
Chris Hanks	206 Spinnaker Drive Vero Beach, Florida 32963	1,500

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE X

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation,

or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

ARTICLE XIII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

(A) Any limitations or restraint upon the transferability, alienation or assignment of stock;

(B) Any limitation or restraint upon the encumbrance or pledge of stock;

(C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;

(D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,

(E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter

prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly have set their hands and seals this 26th day of June, 1996.

James C. Hanks (SEAL)
JAMES C. HANKS

Kay Hanks (SEAL)
KAY HANKS

Chris Hanks (SEAL)
CHRIS HANKS

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 26th day of April, 1996,
personally appeared before me, a Notary Public of the State of Florida, JAMES C.
HANKS, who has produced river's license as identification or who is personally
known to me to be a party to the foregoing certificate of Articles of Incorporation, and
who has taken an oath and acknowledged the said certificate to be his act and deed, and
that the facts therein stated are truly set forth for the purposes of becoming a corporation
under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and
County last aforesaid, on the day and year last above written.



CYNTHIA L. CAMBRON
My Commission CC388698
Expires May, 01, 1998
Bonded by HAI
800-422-1855

Cynthia L. Cambron
Notary Public.

My commission expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 26th day of April, 1996,
personally appeared before me, a Notary Public of the State of Florida, KAY HANKS,
who has produced river's license as identification or who is personally known to me
to be a party to the foregoing certificate of Articles of Incorporation, and who has taken
an oath and acknowledged the said certificate to be her act and deed, and that the facts
therein stated are truly set forth for the purposes of becoming a corporation under the
laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and
County last aforesaid, on the day and year last above written.



CYNTHIA L. CAMBRON
My Commission CC388698
Expires May, 01, 1998
Bonded by HAI
800-422-1855

Cynthia L. Cambron
Notary Public.

My commission expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 26th day of April, 1996,
personally appeared before me, a Notary Public of the State of Florida, CHRIS HANKS,
who has produced Wivers license as identification or who is personally known to me
to be a party to the foregoing certificate of Articles of Incorporation, and who has taken
an oath and acknowledged the said certificate to be his act and deed, and that the
facts therein stated are truly set forth for the purposes of becoming a corporation under
the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and
County last aforesaid, on the day and year last above written.




CYNTHIA L. CAMMION
My Commission CG366626
Expires May, 01, 1997
Bonded by HAI
800-422-1000

Cynthia L. Cammion
Notary Public.

My commission expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of USS CORPORATION, and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.



JAMES C. HANKS

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
95 MAY -3 PM 12:05