

TRANSMITTAL LETTER

P99 000091044

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: USA STOR-A-WAY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: GARY V. CARDAMONE
Name (Printed or typed)

467 Still Forrest Terrace
Address

Sanford, Fl. 32771
City, State & Zip

407-321-5811
Daytime Telephone number

99 OCT 11 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

S. Thompson OCT 15 1999

ARTICLES OF INCORPORATION
OF USA STOR-A-WAY INC.

STATE OF FLORIDA
COUNTY OF SEMINOLE

The undersigned, for purposes of forming a corporation for profit in
accordance with the Florida Business Corporation Law, hereby adopts the following
articles of incorporation:

ARTICLE I

NAME

The name of the Corporation is:

USA Stor-A-Way, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of USA Stor-A-Way, Inc. is:

467 Still Forrest Terrace

Sanford, Fl. 32771

ARTICLE III

AUTHORIZED SHARES, ETC.

3.1 The aggregate number of shares that this Corporation shall be
authorized to issue is Ten Thousand (10,000) Shares all of the same class and
series, each having no par value, and all designated as Common Stock.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

3.2 The holders of the Common Stock shall each be entitled to one vote for each share of common stock.

3.3 Each shareholder shall be entitled to a certificate of stock signed by President or a Vice-President and by the Secretary or an Assistant Secretary of the corporation, which signatures may be facsimile to the extent permitted by Law.

3.4 Cash, property, or share dividends, and shares issuable to shareholders in connection with a reclassification of stock that are not claimed by the shareholders entitled thereto within a reasonable time (not less than one year in any event) after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease; provided that the Board of Directors may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of the amount of any cash or property dividend or (b) issuance of any shares, ownership of which has reverted to the Corporation pursuant to this provision, to the entity that would be entitled thereto had such reversion not occurred.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Gary V. Cardamone

467 Still Forrest Terrace

Sanford, Fl. 32771

ARTICLE V

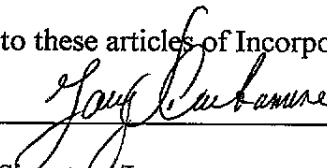
INCORPORATOR

The name and address of the incorporator to these articles of Incorporation are:

Gary V. Cardamone

467 Still Forrest Terrace

Sanford, Fl. 32771



Signature/Incorporator

ARTICLE VI

DIRECTORS

6.1 The Board of Directors shall have full authority and power to manage the business and affairs of the Corporation. The Board of Directors shall be composed of not less than two natural persons (unless there are less than two shareholders, in which case there need be only as many directors as there are shareholders). The exact number of

Directors shall be determined from time to time by the bylaws or by the directors or shareholders; provided, however, the directors shall not have the power or authority to reduce the number of directors constituting the Board of Directors so as to shorten the term of any incumbent director. Either the President or Secretary of the Corporation may call special meetings of the Board of Directors at any time and from time to time, subject to reasonable notice being given of such meetings.

6.2 Any other Director or shareholder, which may cast the vote of the absent Director, according to the written instructions, may represent any Director absent from a meeting, general or special, of said absent director filed with the Secretary.

6.3 The Board of Directors shall have power, in their discretion, without any other or further authorization by the shareholders, to purchase and redeem for and on behalf of the Corporation from time to time, and either to cancel or to hold as treasury stock to the extent permitted by law and by any agreement between and among the Corporation and its shareholders, any shares of any class of stock of the Corporation that may be offered by the holders thereof for sale.

6.4 In addition to the powers conferred on the Corporation by Law, the Corporation shall have the right and power (but shall not be obligated), by action of its Board of Directors, to determine in connection with any one or more of

(a) Any reclassification of stock (of the Corporation), or

(b) Any merger or consolidation to which the Corporation is a party, or

(c) Any merger or consolidation to which the corporation is not a party but pursuant to the terms of which any stock of the Corporation is to be issued to any party or parties to such merger or consolidation, or to any of their shareholders, or

(d) The issuance, creation, or assumption by the corporation of any debt obligations or options that confer rights on any person to purchase or acquire stock of the Corporation from the Corporation, that any fractional shares of the Corporation resulting from any transaction of the character described above in the section may be either (1) ignored if all of such fractions are rounded up or down to the nearest whole number of shares, so that each person otherwise entitled to receive a fractional share shall instead receive a certificate of stock of the Corporation (subject to such reasonable requirements as may be fixed by the Board of Directors with respect to the surrender for cancellation of old certificates of stock) representing the whole number of shares nearest the number (including the fractional share) of shares to which he was entitled, (2) purchased by the corporation itself, at the time such fractional shares arise (without the necessity of the Corporation's actually issuing either scrip or fractional share certificates prior to any such purchase) from the persons who would otherwise be entitled to receive them, for cash at a price determined by the Board of directors, acting in good faith, to be a fair price under all the circumstances, or (3) sold in the open market, or to other shareholders of the corporation, for the account and at the expense of the shareholders entitled to such fractional shares, without the necessity of the Corporation's actually issuing either scrip or fractional share certificates prior to any such sale.

ARTICLE VII

DIRECTORS' AND OFFICERS' LIABILITY

7.1 A Director or Officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director or Officer, except for liability (a) for any breach of the Director's or Officer's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which the Director or Officer derived an improper personal benefit.

7.2 If the Florida Business Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of Directors or Officers, then the liability of a Director or Officer of the Corporation shall be limited to the fullest extent permitted by the amended state law.

7.3 Any repeal or modification of this paragraph by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer of the Corporation existing at the time of such repeal or modification.

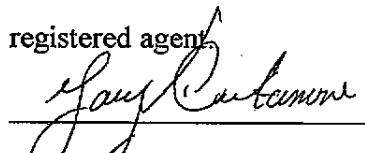
ARTICLE VIII

SHAREHOLDER VOTING

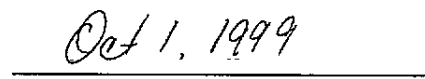
8.1 An amendment altering these Articles may be adopted by a majority of the voting power present at an annual or special meeting of the shareholders, the notice of which shall set forth the proposed amendment or a summary of the changes to be made thereby.

8.2 Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by Shareholders holding that proportions of the total voting power on the question which are Required by the Articles or by law, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of the shareholders, provided that if the consent is signed by fewer than all of the shareholders having voting power on the question, prompt notice shall be given to all of the shareholders of the action taken pursuant to the consent. When law to be "voting power present," that stated proportion, states the required proportion of voting power on a question shall be required of the total voting power if a written consent of the shareholders is used in place of a meeting of the shareholders.

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.



Signature/Registered Agent



Date