

Filing Fee: \$100.00



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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

FILED

JUN 13 1995

By J.D. #55
141438

SOVRAN ACQUISITION LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST The name of the limited partnership including without abbreviation the words limited partnership is Sovran Acquisition Limited Partnership and, if different, the name which it proposes to register and transact business in the State of Rhode Island is (If not applicable, so state)

SECOND It is organized under the laws of Delaware and the date of its formation is June 1, 1985

THIRD The general character of the business it proposes to transact in Rhode Island is: self storage

FOURTH The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

FIFTH. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH. The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is c/o
Incorporating Services, Ltd., 15 E. North Street, Dover, DE 19901

SEVENTH. The name and business address of each general partner (s).

General Partner (s)	Address (es)
Sovran Holdings, Inc.	5166 Main Street Williamsville, NY 14221

EIGHTH. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions 5166 Main Street, Williamsville, NY 14221

NINTH. A mailing address for the foreign limited partnership 5166 Main Street,
Williamsville, NY 14221

TENTH. A statement of the aggregate capital contributions of the limited partner (s)

\$1,370,000

ELEVENTH. Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed.

Dated June 6, 1995

SOVRAN ACQUISITION LIMITED PARTNERSHIP
(Exact name of Limited Partnership making application)

SOVRAN HOLDINGS, INC.

By  General Partner (s)

State of New York

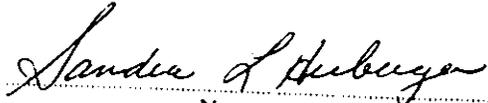
County of Erie

} Sc.

At Buffalo, N.Y. in said county on this 6th day of June, 1995

ROBERT J ATTER, personally appeared before me of Sovran Holdings, Inc.

who, being by me first duly sworn, declared that he/she is a General Partner of the Sovran Acquisition Limited Partnership, that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.


Notary Public

SANDRA L. HERBERGER
Notary Public, State of New York
Qualified in Erie County
My Commission Expires
May 31, 1998

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WASHINGTON, D.C.

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~~State of Delaware~~
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "SOVRAN ACQUISITION LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D., 1995, AT 9 O'CLOCK, A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 7531313

06-07-95