

L00000014842

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LIMITED LIABILITY AMENDMENT

BMS HIALEAH, L.L.C.

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December 8, 2004

FAX COVER SHEET

To: Division of Corporation
Limited Liability Amendment Dept.
Fax: (850) 205-0383

Tel.#: (850) 245-6051

From: Matthew C. Mahoney, Law Clerk

Re: Filing Amended and Restated Articles of
Organization for BMS Hialeah, L.L.C.
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ID #: 2030.52

Number of Pages: 4 including this cover page. If you need a re-send on any of the pages, please call our operator at (305) 379-9000 as soon as possible. If you do not call, we will assume that all pages were received correctly.

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Message:

Please file the attached Amended and Restated Articles of Organization. If you have any questions, please contact Matthew C. Mahoney at (305) 341-3008 or mmahoney@kpkb.com.

Thanks

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BMS HIALEAH, L.L.C.**

2004 DEC -8 AM 10:08
F I L L C
PUBLIC STORAGE CORPORATION
TALLAHASSEE FLORIDA

These Amended and Restated Articles of Organization are being filed in accordance with Section 608.411, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is Public Storage Hialeah, LLC (the "Company"). The original Articles of Organization were filed on December 1, 2000, and assigned document number L00000014842.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Public Storage, Inc., 701 Western Avenue, Glendale, CA 91201.

ARTICLE III - MANAGEMENT

The Company shall be member managed. The sole member of the Company shall be PS HKBF, LLC, a Florida limited liability company whose street address is c/o Public Storage, Inc., 701 Western Avenue, Glendale, CA 91201.

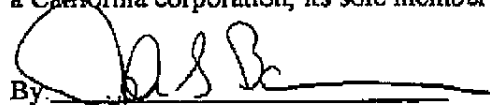
ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Miami Center Registered Agents, LLC, 201 S. Biscayne Blvd., Suite 1700, Miami, Florida 33131.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization were duly executed by the undersigned Managing Member of the Company on this 3rd day of December, 2004.

PS HKBF, LLC,
a Florida limited liability company, Managing Member

By: **PUBLIC STORAGE, INC.,**
a California corporation, its sole member




By: _____
Name: John S. Baumann
Title: Senior Vice President-Chief Legal Counsel

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Having been named as registered agent and to accept service of process for the above-stated company 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 of registered agent.

MIAMI CENTER REGISTERED AGENTS, LLC

By: 
Dale S. Bergman, Authorized Representative

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