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DEPT. OF STATE
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Simstate Research
Requestor's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bms Miami Gardens, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

file 1st

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**ARTICLES OF INCORPORATION
OF
BMS MIAMI GARDENS, INC.**

The undersigned, acting as Incorporator of BMS Miami Gardens, Inc., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is BMS Miami Gardens, Inc. and the street address of the principal office of the Corporation is 5901 S.W. 74th Street, Suite 205, Miami, Florida 33143.

ARTICLE II - PURPOSE

The purpose of the Corporation shall solely be to acquire a membership interest in and act as a member of BMS Miami Gardens, L.L.C., a Florida limited liability company (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Budget Mini Storage located in Miami, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization and to engage in such other lawful activities permitted to corporations by The General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE III - STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Victor Brown and the street address of the initial registered office of the Corporation is 5901 S.W. 74th Street, Suite 205, Miami, FL 33143.

ARTICLE VI - DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

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

<u>Name</u>	<u>Street Address</u>
Victor Brown	5901 S.W. 74 th Street Suite 205 Miami, Florida 33143
David Brown	5901 S.W. 74 th Street Suite 205 Miami, Florida 33143
Steven Brown	5901 S.W. 74 th Street Suite 205 Miami, Florida 33143

The aforesaid Directors shall hold their respective offices until the first Annual Meeting of the Shareholders or until their successors are duly elected and qualified.

ARTICLE VIII - LIMITATIONS ON AUTHORITY

Notwithstanding any other provisions of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article II or cause to allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;

(ii) incur any indebtedness or assume or guaranty and indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

(iii) cause the LLC to incur any indebtedness or to assume or guaranty any indebtedness and any other entity other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;

(iv) dissolve or liquidate, in whole or in part;

(v) cause or consent to the dissolution or liquidation, in whole or part of the LLC;

(vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(vii) cause the LLC to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(viii) with respect to the Corporation or the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the LLC or a substantial part of property of the Corporation or the LLC, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

(ix) amend, alter or modify Articles II, this Article VIII or IX of the Articles of Incorporation or approve an amendment to Articles 2, 3, 6, 7 or 8 of the Amended and Restated Articles of Organization governing the LLC; or

(x) withdraw as a member of the LLC; or

(xi) In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall not, without the written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and (ix) through (x).

ARTICLE IX - SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

(i) maintain books and records and bank accounts separate from those of any other person;

(ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(iii) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

(iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(viii) conduct business in its own name, and use separate stationary, invoices and checks;

(ix) not commingle its assets or funds with those of any other person; and

(x) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Marshall J. Emas and his street address is c/o Shutts & Bowen LLP, 200 E. Broward Blvd., Suite 20000, Ft. Lauderdale, Florida 33301.

ARTICLE XI- BYLAWS

The Bylaws of the Corporation may be created, amended or changed by the Shareholders or Directors at any regular or special meeting, duly held.

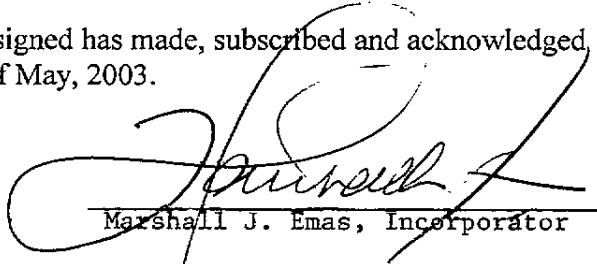
ARTICLE XII- INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 30 day of May, 2003.


Marshall J. Emas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 30 DAY OF MAY, 2003.


Victor Brown

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