

SHUTTS  
&  
BOWEN

LLP

ATTORNEYS AND COUNSELLORS AT LAW

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September 27, 2002

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Via Certified Mail  
Return Receipt Requested

Department of State  
Divisions of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation of BMS of Coconut Grove, Inc.

Dear Madam/Sir:

Enclosed is our firm's check in the amount of \$43.75, payable to Florida Department of State, representing the filing fees for the Amendment as well as a certified copy of the filed Amendment.

I have enclosed a self-addressed, postage paid envelope for the return of the certified copy of the Amendment.

If you have any questions, please call me at (954) 847-3847.

Very truly yours,

Therese Cullinan, Legal Assistant to  
DONNA E. MILLER

Enclosures

FILED  
02 OCT - 4 AM 11:11  
SECRETARY OF THE  
TALLAHASSEE, FLORIDA

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10-4-02  
478 Amend  
\*Cullinan

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
BMS OF COCONUT GROVE, INC., A FLORIDA CORPORATION**

The following provisions of the Articles of Incorporation of BMS of Coconut Grove, Inc., a Florida corporation ("Corporation") are amended in the following particular:

Article III of the Articles of Incorporation of this Corporation is deleted in entirety and replaced with the following:

"The Corporation's business and purpose shall consist solely of the following:

(i) The acquisition, ownership, operation and management of the real estate project known as Budget Mini Storage located in Coconut Grove, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) 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."

The Articles of Incorporation of this Corporation are amended to include the following:

**"ARTICLES VIII - LIMITATIONS ON AUTHORITY**

Notwithstanding any other provision 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 III;

(ii) incur any indebtedness or assume or guaranty any 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) dissolve or liquidate, in whole or in part;

(iv) 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;

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FALLAHASSE, FLORIDA  
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(v) 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 a substantial part of property of the Corporation, 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

(vi) amend, alter or modify Articles III, this Article VIII or IX of the Articles of Incorporation of the Corporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.”

The Articles of Incorporation of this Corporation are amended to include the following:

“ARTICLE IX - REQUIREMENTS

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."

The foregoing amendment was adopted by unanimous written consent of the Directors and the Shareholders of the Corporation as of the 16th day of August, 2002

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of the 16th day of August, 2002.

BMS OF COCONUT GROVE  
INC., a Florida corporation

By: [Signature]  
Victor Brown, President

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TALLAHASSEE, FLORIDA  
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(Corporate Seal)

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF MIAMI-DADE   )

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Victor Brown, as President of the above Corporation, to me known to be the person described as an officer of, and who executed, the foregoing Articles of Amendment of Articles of Incorporation of BMS of Coconut Grove, Inc., and who acknowledged before me that he executed the foregoing Articles of Amendment for the purposes therein set forth.

16 Witness my hand and official seal in the County and State named above this day of August, 2002.

OFFICIAL NOTARY SEAL  
KATHLEEN K JONES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC885345  
MY COMMISSION EXP. NOV. 20 2003

[Signature]  
Notary Public  
My commission expires: