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BASIC AMENDMENT

BMS OF COCONUT GROVE, INC.

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*Amended & Restated
Art,*

*DC W/NAME CHANGE
12/03/04*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 1, 2004

BMS OF COCONUT GROVE, INC.
5901 S.W. 74 STREET, SUITE 205
SOUTH MIAMI, FL 33143

SUBJECT: BMS OF COCONUT GROVE, INC.
REF: P96000077818

** Resubmit **

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE REGISTERED AGENT IS BEING CHANGED IN THE AMENDED AND RESTATED ARTICLES. PLEASE RETAIN THE REGISTERED AGENT CHANGE FORM. IF YOU CHOOSE TO HAVE THE REGISTERED AGENT CHANGE FORM FILED, THERE IS A FEE OF \$35 TO FILE THIS DOCUMENT AND IT MUST BE SUBMITTED WITH A SEPERATE FAX AUDIT COVERSHEET ALONG WITH THE DOCUMENT.

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Darlene Connell
Document Specialist

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BMS OF COCONUT GROVE, INC.**

The Articles of Incorporation of BMS of Coconut Grove, Inc. are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is Public Storage Coconut Grove, Inc. and the street address of the principal office of the Corporation is c/o Public Storage, Inc., 701 Western Avenue, Glendale, California 91201.

ARTICLE II - PURPOSE

The purpose of the Corporation shall be to solely engage in the ownership, operation and management of the real estate project presently known as Public Storage Mini Storage located in Miami, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation, 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 \$1.00 par value common stock.

ARTICLE IV - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the Registered Agent of the Corporation is Miami Center Registered Agents, LLC, of Miami and the street address of the Registered Office of the Corporation is 201 South Biscayne Boulevard, 1700 Miami Center, Miami, Florida 33131.

ARTICLE VI - LIMITATIONS ON AUTHORITY

Notwithstanding any other provisions of these Articles of Incorporation 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
- (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; or
- (iii) Dissolve or liquidate, in whole or in part; or
- (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; or
- (v) With respect to the Corporation, 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 Amended and Restated Articles II, VI or VII of the Articles of Incorporation of the Company; or
- (vii) 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 (iv) and (vi).

ARTICLE VII - 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 Shareholder 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; provided that, so long as the Corporation is wholly-owned, directly or indirectly, by Public Storage, Inc., a California

corporation ("PSI"), PSI may, consistent with governing tax reporting requirements, report the income, asset and other items of the Corporation directly in PSI's tax return;

(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 stationery, 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 VIII - 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 IX - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article X shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XI - AMENDMENT


These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by

written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

This Amended and Restated Articles of Incorporation were adopted by unanimous written consent of the directors and shareholders of the Corporation on November 27, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of November 2004.

BMS OF COCONUT GROVE, INC.

By: 
Name: JOHN S. BANNANT
Title: CA VICE PRESIDENT

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 AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 ITS DUTIES.

DATED THIS 29th DAY OF NOVEMBER 2004.

MIAMI CENTER REGISTERED AGENTS, LLC

By



Dale S. Bergman, Authorized Representative