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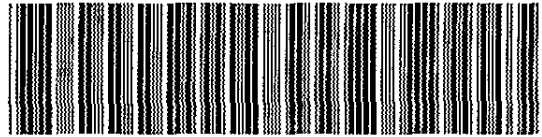
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
2002 OCT 28 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette OCT 28 2002

Sumstate Research

Requester's Name

Address

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

1. BMS of North Bay Village, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

2002 OCT 28 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BMS OF NORTH BAY VILLAGE, INC., A FLORIDA CORPORATION**

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

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

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

(i) To acquire a membership interest in and act as a member of BMS North Bay Village, 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 North Bay Village, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization, as amended; 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, 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 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 any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (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 III, this Article VIII or IX of the Articles of Incorporation or approve an amendment to Articles 2, 3, 7, 8 or 9 of the 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 (x)."

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

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."

The foregoing amendment was adopted by unanimous written consent of the Directors and the Shareholders of the Corporation as of the 25th day of October, 2002.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of the 25th day of October, 2002.

BMS OF NORTH BAY VILLAGE,
INC., a Florida corporation


By: 
Victor Brown, President

(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 North Bay Village, Inc., and who acknowledged before me that he executed the foregoing Articles of Amendment for the purposes therein set forth.

25th Witness my hand and official seal in the County and State named above this day of October, 2002.


Notary Public
My commission expires: 11/18/2005

