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(Address)

(Address)

(City/State/Zip/Phone #)

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CLERK OF THE
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 639274 7366780

AUTHORIZATION :

COST LIMIT : \$ 130.00

FILED
05 OCT 10 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 6, 2005

ORDER TIME : 4:05 PM

ORDER NO. : 639274-070

CUSTOMER NO: 7366780

DOMESTIC FILING

NAME: FIRST STATES INVESTORS 3128,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

FIRST STATES INVESTORS 3128, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1725 THE FAIRWAY

JENKINTOWN, PA 19046

Mailing Address:

1725 THE FAIRWAY

JENKINTOWN, PA 19046

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee

FLORIDA 32301

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability 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 as registered agent as provided for in Chapter 608, Florida Statutes..

Corporation Service Company

By: 

Brian Courtney
Asst. V. Pres.

Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

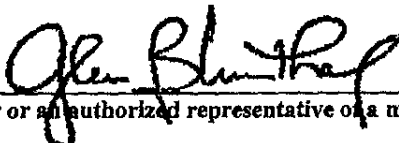
Name and Address:

<u>MANAGER</u>	<u>NICHOLAS S. SCHORSCH</u> <u>1725 THE FAIRWAY</u> <u>JENKINTOWN, PA 19046</u>
<u>ASST. MANAGER</u>	<u>GLENN BLUMENTHAL</u> <u>1725 THE FAIRWAY</u> <u>JENKINTOWN, PA 19046</u>
<u>ASST. MANAGER</u>	<u>EDWARD J. MATEY JR.</u> <u>1725 THE FAIRWAY</u> <u>JENKINTOWN, PA 19046</u>
<u>ASST. MANAGER</u>	<u>SONYA A. HUFFMAN</u> <u>1725 THE FAIRWAY</u> <u>JENKINTOWN, PA 19046</u>

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: GLENN BLUMENTHAL, ASSISTANT MANAGER
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)


**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
(ADDENDUM)**

For FIRST STATES INVESTORS 3128, LLC

ARTICLE IV – Manager(s) or Managing Member(s) (continued):

ASST MGR

DAVID J. NETTINA
1725 THE FAIRWAY
JENKINTOWN, PA 19046



GLENN BLUMENTHAL, ASSISTANT MANAGER