2007 LIMITED LIABILITY COMPANY ANNUAL REPORT

DO NOT WRITE IN THIS SPACE

DOCUMENT # L05000099395

1. Entity Name

FIRST STATES INVESTORS 3128, LLC



Principal Place of Business

610 OLD YORK ROAD

SUITE 300

JENKINTOWN, PA 19046

Mailing Address

610 OLD YORK ROAD

SUITE 300

JENKINTOWN, PA 19046

FILED Jun 15, 2007 8:00 am Secretary of State

06-15-2007 90104 012 ****50.00



05182007 No Chg-LLC

CR2E083 (11/05)

| 4. | FEI Number | T | Applied For |
|----|-------------------------------|------------------|-------------------|
| | 20-3610690 | | Not Applicable |
| 5. | Certificate of Status Desired | \$5.00 Fee Re | Additional quired |

6. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301-2525

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| | named entity submits this statement for the purpose of changing ions of registered agent. | ts registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept |
| SIGNATURE_ | Signature, typed or printed name of registered agent and title if applicable. (N | OTE: Registered Agent signature required when reinstating) DATE |
| Fil Due t | ing Fee is \$50.00 by September 14, 2007 | |
| 9. | MANAGING MEMBERS/MANAGERS | |
| TITLE | MGR | , |
| NAME STREET ADDRESS* | FIRST STATES INVESTORS DBI, L.P. | |
| CITY-ST-ZIP | 610 OLD YORK RD., SUITE 300 JENKINTOWN, PA 19046 | |
| | JENGIN OVIN, FA 13040 | |
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11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver of trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE:

First States Investor DB I, L.P. – Managing Member

By: First States Investors DB I GP, LLC – General Partner of Managing Member

6h 6007

215.887.2280

Daytime Phone #