

LA80000002339



ACCOUNT NO. : 072100000032

REFERENCE : 002171 4804484

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 293.75

ORDER DATE : October 20, 1998

ORDER TIME : 11:20 AM

ORDER NO. : 002171-005

CUSTOMER NO: 4804484

CUSTOMER: Eve Thomas, Legal Assistant
WOLF BLOCK SCHORR AND
WOLF BLOCK SCHORR AND
Packard Bldg.13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

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DOMESTIC FILING

NAME: MIDDLEBURG GP LLC

EFFECTIVE DATE:

900002669199--9

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
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Acknowledgement	<i>[Signature]</i>
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

MIDDLEBURG GP LLC

ARTICLE I- Name

The name of the Limited Liability Company is: MIDDLEBURG GP LLC

ARTICLE II- Address

The mailing and street address of the Limited Liability Company is: c/o The Goodman Company, Suite 1101, 777 South Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE III- Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV- Management

The Limited Liability Company is to be managed by a manager and the name and address of such manager is: Goodman Properties, Inc., c/o The Goodman Company, Suite 1101, 777 South Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE V - Registered Agent

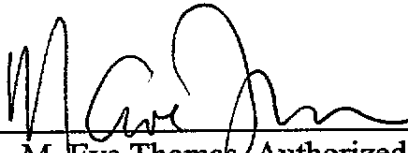
The name and street address of the initial registered agent of the Limited Liability Company is: William Shewalter , c/o The Goodman Company, Suite 1101, 777 South Flagler Drive, West Palm Beach, Florida 33401.

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ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:
c/o The Goodman Company, Suite 1101, 777 South Flagler Drive, West Palm Beach,
Florida 33401

10/19/98
(Date)



M. Eve Thomas, Authorized Representative

REGISTERED AGENT ACCEPTANCE

See attached Certificate of Designation of Registered Agent/Registered Address.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MIDDLEBURG GP LLC
2. The name and address of the registered agent and office is: William Shewalter, c/o The Goodman Company, Suite 1101, 777 South Flagler Drive, West Palm Beach, Florida 33401.

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.


William Shewalter

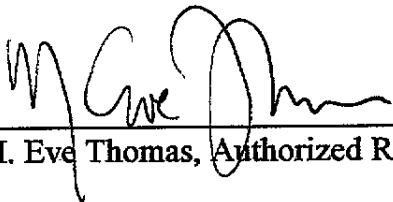
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of
MIDDLEBURG GP LLC deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member is \$5.00.
- 3) if any, the agreed value of property other than cash contributed by the members is \$0.00.
- 4) the amount of cash or property anticipated to be contributed by the member is \$0.00.
- 5) the total amounts of 2, 3 and 4 is \$5.00.



M. Eve Thomas, Authorized Representative

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