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ACCOUNT NO. : 072100000032

REFERENCE : 383194 4718168

AUTHORIZATION :

*Patricia Piggitt*

COST LIMIT : \$ 78.75

ORDER DATE : September 22, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 383194-005

500002994705--3

CUSTOMER NO: 4718168

CUSTOMER: Cathy Behar, Legal Assistant  
BERWIND CORPORATION--LEGAL  
BERWIND CORPORATION--LEGAL  
3000 Centre Sq West  
1500 Market St  
Philadelphia, PA 19102

DOMESTIC FILING

NAME: BERGEN OF INTERSTATE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 23 PM 1:50  
*File 1st*

RECEIVED  
99 SEP 23 AM 10:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BERGEN OF INTERSTATE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 SEP 23 PM 1:50

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Bergen of Interstate, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is GSB Building, Suite 401, One Belmont Avenue, Bala Cynwyd, PA 19004.

The mailing address, wherever located, of the corporation is GSB Building, Suite 401, One Belmont Avenue, Bala Cynwyd, Pa 19004.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Cathy J. Behar	GSB Building, One Belmont Avenue Suite 401 Bala Cynwyd, PA 19004

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To act as the general partner of a limited partnership which will acquire, own, develop, lease and manage real estate; and

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

Signed on September 21, 1999

  
Cathy J. Behar, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Margaret A. Pike  
Name: Margaret A. Pike  
Title: Assistant Secretary  
Date: 9-22-99

FILED  
SECRETARY OF STATE  
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99 SEP 23 PM 1:50