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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 03/23/2012

REF. #: 000177.163946

CORP. NAME: UCG 138, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 543732 **FOR \$** 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
UCG 138, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is UCG 138, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 888 Brickell Avenue, Suite 100, Miami, Florida 33131.

ARTICLE III - Registered Agent:

The street address of the initial registered office of the Company shall be 888 Brickell Avenue, Suite 100, Miami, Florida 33131, and the name of the initial registered agent of the Company at that address is Jeffrey Schottenstein.

ARTICLE IV - Management:

The Company is be managed by its members.

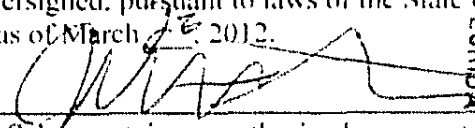
ARTICLE V - Purpose:

The Company is formed for the purpose of (i) owning, holding, selling, transferring and exchanging a membership interest in, directly or indirectly, Shannon 138, LLC, a Florida limited liability company ("Shannon 138"), which Shannon 138 will own, directly or indirectly, certain real property located in Union City, Fulton County, Georgia, known as the Shannon Crossing Shopping Center and any real property located adjacent thereto (collectively, the "Property") and all improvements, fixtures, equipment and other property (real, personal or other) now or hereafter located thereon or used in connection therewith, and (ii) engaging in any lawful act or activity permitted to a limited liability company under the laws of Florida that is incident, necessary or appropriate to the foregoing.

ARTICLE VI - Amendment:

These Articles of Organization may be altered, amended or repealed by the members of the Company in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned, pursuant to laws of the State of Florida, has executed these Articles of Organization as of March 7th, 2012.




Jeffrey Schottenstein, an authorized representative of
a member

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TALLAHASSEE, FLORIDA

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent as provided for in Chapter 608, F.S.


JEFFREY SCHOTTENSTEIN