

**2007 LIMITED LIABILITY COMPANY
ANNUAL REPORT**

DOCUMENT # M04000005318 1. Entity Name UDR MIDLANDS ACQUISITION LLC			FILED 07 MAY -9 PM 1:09 SECRETARY OF STATE TALLAHASSEE, FLORIDA																																								
<div style="display: flex; justify-content: space-between;"><div>Principal Place of Business 400 EAST CARY STREET RICHMOND, VA 23219</div><div>Mailing Address 400 EAST CARY STREET RICHMOND, VA 23219</div></div>		 																																									
DO NOT WRITE IN THIS SPACE		<div>01242007No Chg-LLC CR2E083 (11/05)</div> <table border="1" style="width: 100%; border-collapse: collapse;"><tr><td style="width: 80%;">4. FEI Number NOT APPLICABLE</td><td style="width: 20%;">Applied For Not Applicable</td></tr><tr><td colspan="2">5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required</td></tr></table>		4. FEI Number NOT APPLICABLE	Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required																																					
4. FEI Number NOT APPLICABLE	Applied For Not Applicable																																										
5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required																																											
6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324		DO NOT WRITE IN THIS SPACE																																									
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.																																											
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>																																											
Filing Fee is \$50.00 Due by May 1, 2007																																											
9. MANAGING MEMBERS/MANAGERS <table border="1" style="width: 100%; border-collapse: collapse;"><tr><td style="width: 15%;">TITLE</td><td>MGRM</td></tr><tr><td>NAME</td><td>UNITED DOMINION REALTY, L.P.</td></tr><tr><td>STREET ADDRESS</td><td>400 EAST CARY STREET</td></tr><tr><td>CITY-ST-ZIP</td><td>RICHMOND, VA 23219</td></tr><tr><td>TITLE</td><td></td></tr><tr><td>NAME</td><td></td></tr><tr><td>STREET ADDRESS</td><td></td></tr><tr><td>CITY-ST-ZIP</td><td></td></tr><tr><td>TITLE</td><td></td></tr><tr><td>NAME</td><td></td></tr><tr><td>STREET ADDRESS</td><td></td></tr><tr><td>CITY-ST-ZIP</td><td></td></tr><tr><td>TITLE</td><td></td></tr><tr><td>NAME</td><td></td></tr><tr><td>STREET ADDRESS</td><td></td></tr><tr><td>CITY-ST-ZIP</td><td></td></tr><tr><td>TITLE</td><td></td></tr><tr><td>NAME</td><td></td></tr><tr><td>STREET ADDRESS</td><td></td></tr><tr><td>CITY-ST-ZIP</td><td></td></tr></table>		TITLE	MGRM	NAME	UNITED DOMINION REALTY, L.P.	STREET ADDRESS	400 EAST CARY STREET	CITY-ST-ZIP	RICHMOND, VA 23219	TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		<div>800103016228 05/22/07--01025--007 **1050.00</div> DO NOT WRITE IN THIS SPACE	
TITLE	MGRM																																										
NAME	UNITED DOMINION REALTY, L.P.																																										
STREET ADDRESS	400 EAST CARY STREET																																										
CITY-ST-ZIP	RICHMOND, VA 23219																																										
TITLE																																											
NAME																																											
STREET ADDRESS																																											
CITY-ST-ZIP																																											
TITLE																																											
NAME																																											
STREET ADDRESS																																											
CITY-ST-ZIP																																											
TITLE																																											
NAME																																											
STREET ADDRESS																																											
CITY-ST-ZIP																																											
TITLE																																											
NAME																																											
STREET ADDRESS																																											
CITY-ST-ZIP																																											
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 or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.																																											
SIGNATURE: 		<div style="display: flex; justify-content: space-between;"><div>Dianne C. Dementi Asst Secretary of GP</div><div>4/26/07</div><div>804-819-1864</div></div>																																									
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, OR AUTHORIZED REPRESENTATIVE		Date	Daytime Phone #																																								