

10/02/2007

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BOOSE CASEY → #4213#44950#18506176383#

NO. 559 0001

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6383

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Account Name : CASEY CIKLIN LUBITZ MARTENS & O'CONNELL
Account Number : 076376001447
Phone : (561) 832-5900
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UST XIX 208 S. LASALLE, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,052.50

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
UST XIX 208 S. LASALLE, LTD.**

This Certificate of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is UST XIX 208 S. LASALLE, LTD.
2. The character of the business to be conducted by the Partnership is the acquisition and holding of limited and general partnership interests in and to UST Prime Joint Venture III, L.P. and engaging in all general business activities related or incidental thereto as the General Partner deems necessary or appropriate, subject to any single or special purpose entity limitations that may be contained in the Agreement of Limited Partnership.
3. The address of the office of the Partnership is c/o Estein & Associates USA, Ltd., 4705 S. Apopka Vineland Road, Suite 201, Orlando, Florida 32819.
4. The mailing address of the Partnership is c/o Estein & Associates USA, Ltd., 4705 S. Apopka Vineland Road, Suite 201, Orlando, Florida 32819.
5. The mailing address of the sole General Partner is:

<u>Name</u>	<u>Address</u>
WELP 208 S. LaSalle, LLC	c/o Estein & Associates USA, Ltd.
	4705 S. Apopka Vineland Road
	Suite 201
	Orlando, Florida 32819
6. The term for which the Partnership is to exist shall commence on the date hereof and shall continue until forty (40) years and six (6) months thereafter unless earlier terminated by disposition of all of the assets which the Partnership has acquired, or the dissolution or termination of the Partnership.
7. The Agent for Services of process of the Partnership is Lothar Estein, an individual and resident of the State of Florida, whose address is 4705 S. Apopka Vineland

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Road, Suite 201, Orlando, Florida 33819.

IN WITNESS WHEREOF, the undersigned has executed this
Certificate this 26th day of September, 2007.

WELP 208 S. LaSalle, LLC, General
Partner

By: Estein Management
Corporation, Manager

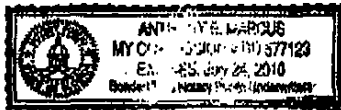
By: [Signature]
Lothar Estein, President

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared
LOTHAR ESTEIN, as President of Estein Management Corporation, the
Manager of WELP 208 S. LaSalle, LLC, personally known to me to be
the individual named in the foregoing instrument, and he
acknowledged to and before me that he executed the same as such
President of Estein Management Corporation as Manager of WELP 208
S. LaSalle, LLC, duly authorized, for the purposes therein
expressed.

WITNESS my hand and official seal in the State and County
last aforesaid, this 26th day of September, 2007.



[Signature]
Anthony E. Marcus
Printed Name
Notary Public
Commission No. DD577123

My commission expires: 7/24/2010

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for UST XIX 208 S. LaSalle, Ltd., a Florida Limited Partnership (the "Partnership"), I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


LOTHAR ESTEIN

DATE: September 26th, 2007

KAL:9/12/07 2:46 PM:H:\WPDOCS\DV\2312\44950 - JV with Prime -- 208 LaSalle\UST XIX 208 S. LaSalle, Ltd\Accept.
Appt. Reg. Agt. - Cf-1.doc

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STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

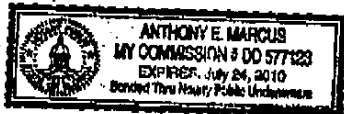
Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared LOTHAR ESTEIN, the President of Estein Management Corporation, the sole Manager of WELP 208 S. LaSalle, LLC, the sole General Partner of UST XIX 208 S. LASALLE, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

1. The total amount of capital contributions made by the Limited Partners to date is Ten Dollars (\$10.00).
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the above-named Limited Partners in addition to the amount stated above is: \$0.00.
3. It is anticipated that there may be additional Limited Partners who will contribute up to a total of an additional \$86,499,990.00.
4. The amount of initial capital being contributed by the General Partner is \$2,250,000.00. The total additional capital anticipated to be contributed by the General Partner is \$0.00.
5. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 26th day of September, 2007.

Lothar Estein
Lothar Estein

Sworn to and subscribed before me this 26th day of September, 2007 by Lothar Estein, who is personally known to me.



Anthony E. Marcus
Notary Public, State of Florida

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