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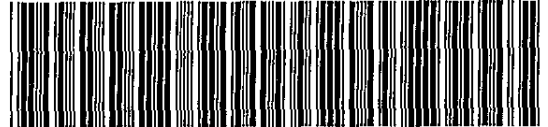
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 768172 80770A

AUTHORIZATION :

*Patricia Pijoto*

COST LIMIT : \$ 1837.50

ORDER DATE : June 22, 2004

ORDER TIME : 10:22 AM

ORDER NO. : 768172-005

CUSTOMER NO: 80770A

CUSTOMER: Dean Vegosen, Esq  
Boose, Casey, Ciklin, Lubitz,  
Martens, Mcbane & O'connell  
19th Floor  
515 North Flagler Drive  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: UST XIV HOTEL, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
UST XIV HOTEL, 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 XIV HOTEL, LTD.
2. The character of the business to be conducted by the Partnership is the acquisition and holding of limited partnership interests in and to BOCEP Venturers Ltd. (whose name will be changed to UST Hotel Joint Venture, Ltd) (the "Hotel Owner") and acquisition and holding of all of the stock of BOCEP, Inc. (whose name will be changed to UST Hotel Corporation), the general partner of Hotel Owner, 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., 5211 International Drive, Orlando, Florida 32819.
4. The mailing address of the Partnership is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819.
5. The mailing address of the sole General Partner is:

Name

Address

WELP Hotel, L.C.

c/o Estein & Associates USA,  
Ltd.

5211 International Drive  
Orlando, Florida 32819

L04000039409

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 Dean Vegosen, an individual and resident of the State of Florida, whose address is 515 North Flagler Drive, 18<sup>th</sup> Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17<sup>th</sup> day of June, 2004.

WELP HOTEL, L.C., General Partner  
By: Estein Management  
Corporation, Manager

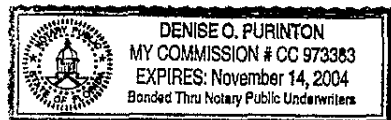
By: [Signature]  
Lothar Estein, President

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 Hotel, L.C., 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 Hotel, L.C., duly authorized, and affixed thereto the corporate seal, for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 17<sup>th</sup> day of June, 2004.

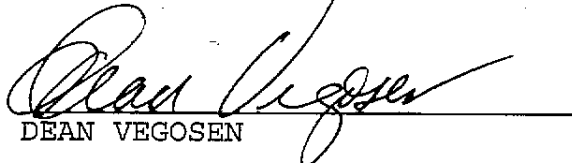


[Signature]  
DENISE O. PURINTON  
Printed Name  
Notary Public  
Commission No. CC973383

My commission expires: 11/14/2004

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for UST XIV Hotel, 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.

  
DEAN VEGOSEN

DATE: June 21, 2004

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF ORANGE     )

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

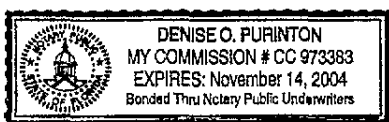
Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared LOTHAR ESTEIN, the President of Estein Management Corporation, the sole Manager of WELP Hotel, L.C., the sole General Partner of UST XIV HOTEL, LTD., a Florida limited partnership ("the Partnership"), 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 \$137,999,990.00.
4. The amount of initial capital being contributed by the General Partner is \$3,000,000.00. The total additional capital anticipated to be contributed by the General Partner is \$1,200,000.00.
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 17<sup>th</sup> day of June, 2004.

  
\_\_\_\_\_  
Lothar Estein

Sworn to and subscribed before me this 17<sup>th</sup> day of June, 2004 by Lothar Estein, who is personally known to me.



  
\_\_\_\_\_  
Notary Public, State of Florida