

A05000001065Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000134246 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : BOOSE, CASEY, CIKLIN, ET AL
Account Number : 076376001447
Phone : (561)832-5900
Fax Number : (561)833-4209

05 MAY 27 PM 1:42

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE
MAY 27 2004

FLORIDA LIMITED PARTNERSHIP

UST XV GP, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$1,846.25

Electronic Filing Menu

Corporate Filing

Public Access Help

A05-1065
5/27/2005

H05000134246 3

CERTIFICATE OF LIMITED PARTNERSHIP
OF
UST XV GP, 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 XV GP, LTD.
2. The character of the business to be conducted by the Partnership is the acquisition and holding of a 1% general partner interest in and to UST-GEPT Joint Venture, L.P. and engaging in all general business activities related or incidental thereto, subject to any single or special purpose entity limitations that are 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

UST XV GP CORP.

c/o Estein & Associates USA, Ltd.
5211 International Drive
Orlando, Florida 32819

805-77375

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 5211 International Drive, Orlando, Florida 32819.

H05000134246 3

H05000134246 3

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26 day of May, 2005.

UST XV GP CORP., General Partner

By: [Signature]

Lothar Estein, President

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared LOTHAR ESTEIN, as President of UST XV GP CORP., 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 UST XV GP CORP., the general partner of UST XV GP, Ltd., 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 26 day of May, 2005.



[Signature]
DENISE Q. FURINTON
Printed Name
Notary Public
Commission No. DD349116

My commission expires: 11/14/2008

RECEIVED
MAY 27 2005
SECRETARY OF
TALLAHASSEE

H05000134246 3

H05000134246 3

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 UST XV GP CORP., the sole General Partner of UST XV GP, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

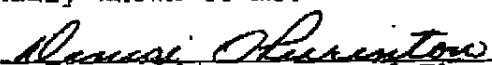
1. The total amount of capital contributions to be made by the Limited Partners is One Million Two Hundred Twenty-Six Thousand Seven Hundred Seventy-Two & 00/100 Dollars (\$1,226,772.00).
2. The amount of capital contributions to be made by the General Partner is One Thousand Two Hundred Twenty-Eight & 00/100 Dollars (\$1,228.00).
3. 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 26 day of May, 2005.

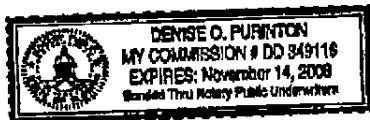


Lothar Estein

Sworn to and subscribed before me this 26 day of May, 2005 by Lothar Estein, who is personally known to me.



Notary Public, State of Florida



H05000134246 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for UST XV GP Corp., a Florida corporation (the "Corporation"), I, on behalf of the Corporation, hereby agree to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.



LOTHAR ESTEIN

DATE: May 26, 2005

KAL:5/26/05 10:05 AM:R:\WPDOCS\DV\8312\41058 - GS\UST XV GP Corp\Acpt. Appt. Reg. Agt..doc

RECEIVED
JUN 1 2 2005
U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.

H05000134246 3

H05000134246 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for UST XV GP, 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: May 26, 2005

KAL:5/25/05 3:50 PM:H:\WPDOCS\DV\B312\41058 - GE\UST XV Madison Docs\Accept. Appt. Reg. Agt.- CL-1.doc

5/26/05 10:04 AM
ALM:ESTEIN

H05000134246 3