

**A05000002072**

Florida Department of State  
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DIVISION OF CORPORATION

**FLORIDA LIMITED PARTNERSHIP**

UST XVI VICTORY PARK, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	<del>\$87.50</del>

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2005-Nov-14 11:04am From: ESTEIN &amp; ASSOCIATES USA, LTD.

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
UST XVI VICTORY PARK, 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 XVI VICTORY PARK, 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 directly and/or indirectly to Victory Park OST Joint Venture I, 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., 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:

NameAddress

WELP Victory Park, L.C.

c/o Estein &amp; Associates

Ltd.

5211 International Drive  
Orlando, Florida 32819

USA,

105-109965

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

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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 c/o Boose Casey Ciklin Lubitz Martens McBane & O'Connell, 515 North Flagler Drive, 18<sup>th</sup> Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 14<sup>th</sup> day of November, 2005.

WELP Victory Park, 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 Victory Park, 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 Victory Park, 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 14<sup>th</sup> day of November, 2005.



[Signature]  
DENISE D. PURINTON  
Printed Name  
Notary Public  
Commission No. DD 349116

My commission expires: 11/14/2008

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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 Victory Park, L.C., the sole General Partner of UST XVI VICTORY PARK, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

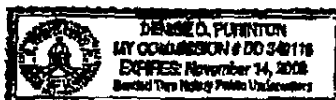
1. The total amount of capital contributions made by the Limited Partners to date is Ten Dollars (\$10.00).
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the above-named Limited Partners in addition to the amount stated above is: \$0.00.
3. It is anticipated that there may be additional Limited Partners who will contribute up to a total of an additional \$179,999,990.00.
4. The amount of initial capital being contributed by the General Partner is \$5,000,000.00. 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 14th day of November, 2005.

Lothar Estein

Sworn to and subscribed before me this 14th day of November, 2005 by Lothar Estein, who is personally known to me.

Dennis D. Purniton  
Notary Public, State of Florida



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2005-Nov-14 11:05am From: ESTEIN & ASSOCIATES USA, LTD.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for UST XVI Victory Park, 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: Nov. 14, 2005

XAL:11/14/05 10:22 AM: \\NWBOCS\DV\EST\11\2005 - Victory Park\UST XVI Victory Park, Ltd\Accept. Appr. Reg. Agt. - BL-1.doc

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