

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATION

FLORIDA/FOREIGN LP/LLP

US TREUHAND OPPORTUNITY, LTD.

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

2006 AUG 29 AM 8: 30

SECRETARY OF STATE
DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
US TREUHAND OPPORTUNITY, 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 this Partnership is US TREUHAND OPPORTUNITY, LTD.
2. The character of the business to be conducted by the Partnership is to be one of the Class C Limited Partners in UST Hillwood Joint Venture Opportunity I, L.P., a Delaware limited partnership, and engaging in all general business activities related or incidental thereto as the General Partner of this Partnership deems necessary or appropriate, subject to any single or special purpose entity limitations that may be contained in the Agreement of Limited Partnership of this Partnership.
3. The address of the office of this Partnership is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819.
4. The mailing address of this Partnership is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819.
5. The mailing address of the sole General Partner is:

<u>Name</u>	<u>Address</u>
US Treuhand Corporation <i>PO Box 36310</i>	c/o Estein & Associates USA, Ltd. 5211 International Drive Orlando, Florida 32819

6. The term for which this 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 this Partnership has acquired, or the dissolution or termination of this Partnership.

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7. The Agent for Services of process of this Partnership is Lothar Estein, an individual and resident of the State of Florida, whose address is c/o Estein & Associates, Ltd., 5211 International Drive, Orlando, Florida 32819.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29th day of August, 2006.

US Treuhand Corporation
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 US Treuhand Corporation, 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 US Treuhand Corporation, 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 29th day of August, 2006.



[Signature]
Denise A. Purinton
Printed Name
Notary Public
Commission No. DD346716

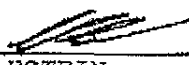
My commission expires: 11/14/2008

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for US Treuhand Opportunity, 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: August 29, 2006

XLS:9/29/06 11:34 AM ***** - 85105 Treuhand Opportunity, Ltd. (Appr. Reg. Agt.)
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