

NO7000006626

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

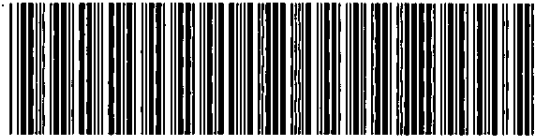
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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 309725 4371467

AUTHORIZATION :

Spalden

COST LIMIT : \$ 125.00

ORDER DATE : November 8, 2007

file second

ORDER TIME : 10:48 AM

ORDER NO. : 309725-010

CUSTOMER NO: 4371467

FOREIGN FILINGS

NAME: HW PICKETTVILLE GP, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2007

HEATHER CHAPMAN
CSC
TALLAHASSEE, FL

SUBJECT: HW PICKETTville GP, LLC
Ref. Number: W07000055501

We have received your document for HW PICKETTville GP, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

As discussed, the qualification must include a statement that these folks do not intend to revoke the dissolution of their Florida LLC with the same name:

ALSO, please list the names of the MANAGERS or MANAGING MEMBERS in Item 9.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 007A00065350

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HW PICKETTVILLE GP, LLC
a Florida limited liability company
5430 LBJ Freeway, Suite 800
Dallas, Texas 75240

November 12, 2007

Secretary of State of Florida
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dissolution of HW Pickettville GP, LLC

Dear State Agent:

We wish to file this Articles of Dissolution for HW Pickettville GP, LLC, a Florida limited liability company. We have no intention of revoking the dissolution.

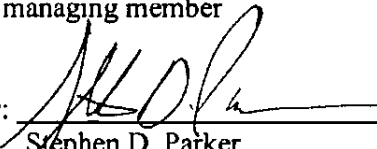
Please let me know if you have any questions.

Sincerely,

UST HILLWOOD JOINT VENTURE OPPORTUNITY I, L.P.,
a Delaware limited partnership

By: Hillwood Investment Services, LLC,
a Texas limited liability company,
its authorized representative and attorney-in-fact

By: Hillwood Development Company, LLC
a Texas limited liability company,
its managing member

By: 
Stephen D. Parker
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HW PICKETTville GP, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)

4. November 7, 2007 (Date of Organization)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. November 7, 2007 (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5430 LBJ Freeway, Suite 800
Dallas, TX 75240 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:
5430 LBJ Freeway, Suite 800, Dallas, TX 75240

UST Hillwood Joint Venture Opportunity I, L.P.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

See Attached Signature Page

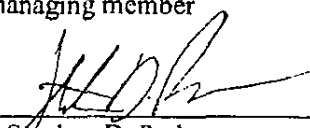
Typed or printed name of signee

**Signature Page for Application of Foreign Registration to Do Business in Florida for
HW Picketteville GP, LLC**

UST HILLWOOD JOINT VENTURE OPPORTUNITY I, L.P.,
a Delaware limited partnership

By: Hillwood Investment Services, LLC,
a Texas limited liability company,
its authorized representative and attorney-in-fact

By: Hillwood Development Company, LLC
a Texas limited liability company,
its managing member

By: 
Stephen D. Parker
Assistant Secretary

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

HW PICKETTVILLE GP, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301 FL
City/State/Zip

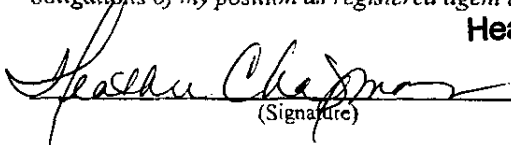
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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Heather Chapman
as its agent


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HW PICKETTVILLE GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 2007..

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HW PICKETTVILLE GP, LLC" WAS FORMED ON THE SEVENTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



4453449 8300

071203121

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6143425

DATE: 11-08-07