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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : BOOSE, CASEY, CIRLIN, ET AL
Account Number : 076376001447
Phone : (561)832-5900
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FLORIDA PROFIT CORPORATION OR P.A.

UST XVI CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	06
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
UST XVI CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator and Subscriber, being a limited partnership competent to contract, in compliance with Chapter 607, F.S., hereby organizes and incorporates under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be UST XVI CORPORATION (the "Corporation").

ARTICLE II - Registered Office and Agent

The street address of the initial registered office of this Corporation in the State of Florida is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819, Attention: Lothar Estein and the name of the initial registered agent of this Corporation at that address is Lothar Estein.

ARTICLE III - Nature of Business

This Corporation is organized solely for the purpose of acting as a general partner of Victory Park UST Joint Venture I, LP, a Delaware limited partnership ("Victory Park"). This Corporation shall not engage in any business unrelated to the purpose set forth above and shall not own or have any assets other than those related to its partnership interest in Victory Park.

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ARTICLE IV - Capital Stock

The authorized capital stock of the Corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Dean Vegosen
Boose Casey Ciklin Lubitz Martens
McBane & O'Connell
515 North Flagler Drive, 18th Floor
West Palm Beach, Florida 33401

ARTICLE VI - Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time but the number shall never be less than one (1) nor more than five (5). The name and address of the initial

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director of this Corporation is:

Lothar Estein
Estein & Associates USA, Ltd.
5211 International Drive
Orlando, Florida 32819

ARTICLE VII - Duration

This Corporation shall be perpetual in existence unless sooner dissolved according to law.

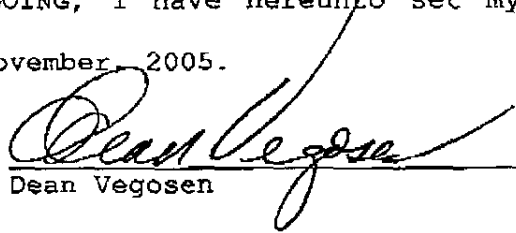
ARTICLE VIII - Management of Corporation

Management of this Corporation shall be by the Board of Directors solely and not by the shareholders.

ARTICLE IX - Single or Special Purpose Entity

In the event the holder of any loan made to the Corporation or Victory Park shall require that these Articles of Organization be amended to include single or special purpose entity provisions, the Board of Directors of this Corporation acting alone without consent or approval of the shareholders shall have the right to amend these Articles to include such provisions.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 21 day of November, 2005.


Dean Vegosen

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STATE OF FLORIDA)

ss.:

COUNTY OF PALM BEACH)

I hereby certify that on this day personally came Dean Vegosen, who is personally known to me, known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and express.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 21st day of November, 2005.



Notary Public



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11/21/2005 17:09 BOOSE CASEY → #4213#42089#18502050381

NO.008 0006

2005-Nov-21 11:42am From-ESTEIN & ASSOCIATES USA, LTD.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for UST XVI Corporation, 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: November 21, 2005

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