

January 19, 2000

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600003104666--1
-01/20/00--01084--005
*****96.25 *****96.25

Re: **Filing of Certificate of Limited Partnership for
Lakeside of Independence Fund, Ltd.**

Ladies and Gentlemen:

Enclosed please find the original and one copy of a Certificate of Limited Partnership and Affidavit of Capital Contributions for Lakeside of Independence Fund, Ltd. for filing.

Also enclosed is a check in the amount of \$96.25 to cover the cost of the filing fee (\$52.50), designation of a registered agent (\$35.00), and certificate (\$8.75).

Please return the file-stamped copy and certificate to my attention in the enclosed return envelope.

Please feel free to call me at (800) 558-8055, ext. 1107 if you have any questions or need further information. Thank you very much for your assistance with this filing.

Sincerely,

Catherine Boggs

Catherine Boggs
Assistant to General Counsel

Name	
Availability	
Document Examiner	DCC
Indeter	DCC
Enclosures	
W. P. Verifier	DCC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 20 PM 1:40

TC
\$99.00

A000000000175

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LAKESIDE OF INDEPENDENCE FUND, LTD.**

1. The name of the Limited Partnership is: LAKESIDE OF INDEPENDENCE FUND, LTD.
(hereinafter, the "Limited Partnership").

2. The principal address and mailing address of the Limited Partnership is:

C/o Gregory K. McGrath
7826 Cooper Road
Cincinnati, Ohio 45242

3. The name and Florida street address of the registered agent for service of process
required to be maintained by F.S. §620.105 is:

GREGORY K. McGRATH
4561 Gulf of Mexico Drive, #101
Longboat Key, Florida 34228

4. The name and business address of the General Partner is:

BARON CAPITAL XXXIX, INC.
7826 Cooper Road
Cincinnati, Ohio 45242

896000080576

00 JAN 20 PM 1:40

SECRETARY OF STATE
DIVISION OF CORPORATIONS

5. The latest date upon which the Limited Partnership is to be dissolved is
December 31, 2027.

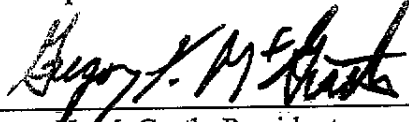
6. There are no other matters to include herein.

DATED this 19th day of January, 2000.

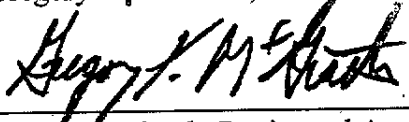
GENERAL PARTNER

BARON CAPITAL XXXIX, INC.,
A Florida corporation

By:



Gregory K. McGrath, President



Gregory K. McGrath, Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
LAKESIDE OF INDEPENDENCE FUND, LTD.**

Gregory K. McGrath, as President of Baron Capital XXXIX, Inc., a Florida corporation, the General Partner of Lakeside of Independence Fund, Ltd., certifies that:

1. He has personal knowledge of the matters contained herein.
2. He is the President of Baron Capital XXXIX, Inc., a Florida corporation, the sole General Partner of Lakeside of Independence Fund, Ltd.
3. The amount of capital contributions of the Limited Partnership is \$99.00, and no further capital contributions are anticipated to be made by the Limited Partner.

Signed this 19th day of January, 2000.

FURTHER AFFIANT SAYETH NAUGHT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

GENERAL PARTNER

BARON CAPITAL XXXIX, INC.,
A Florida corporation

By: _____

Gregory K. McGrath, President

00 JAN 20 PM 1:10

SECRETARY OF STATE
DIVISION OF CORPORATIONS