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January 20, 2000

**Via Federal Express**

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

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-01/21/00--01095--012  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

**Re: Filing of Certificate of Limited Partnership for  
Southgate Construction 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 Southgate Construction 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
Updater	DCC
Enclosures	
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TC  
\$99.00

STATE DEPT OF STATE  
DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 26, 2000

CATHERINE BOGGS  
THE BARON ORGANIZATION  
7826 COOPER ROAD  
CINCINNATI, OH 45242

SUBJECT: SOUTHGATE CONSTRUCTION FUND, LTD.  
Ref. Number: W00000002283

We have received your document for SOUTHGATE CONSTRUCTION FUND, LTD. and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

As of today's date the corporation you have listed as the general partner is not on our files. If you have already sent it in please notify me when the document is filed.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 100A00003769

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SOUTHGATE CONSTRUCTION FUND, LTD.**

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1. The name of the Limited Partnership is: SOUTHGATE CONSTRUCTION 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 XXXVI, INC.  
7826 Cooper Road  
Cincinnati, Ohio 45242

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 20th day of January, 2000.

**GENERAL PARTNER**

BARON CAPITAL XXXVI, INC.,  
A Florida corporation

By: \_\_\_\_\_

Gregory K. McGrath, President

\_\_\_\_\_  
Gregory K. McGrath, Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR  
SOUTHGATE CONSTRUCTION FUND, LTD.**

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Gregory K. McGrath, as President of Baron Capital XXXVI, Inc., a Florida corporation, the General Partner of Southgate Construction Fund, Ltd., certifies that:

1. He has personal knowledge of the matters contained herein.
2. He is the President of Baron Capital XXXVI, Inc., a Florida corporation, the sole General Partner of Southgate Construction 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 20<sup>th</sup> 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 XXXVI, INC.,  
A Florida corporation

By: \_\_\_\_\_

  
Gregory K. McGrath, President

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STATE OF FLORIDA