



THE UNITED STATES
CORPORATION
COMPANY

A00000000428

ACCOUNT NO. : 072100000032

REFERENCE : 608003 7190033

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR - 1 PM 5:41

ORDER DATE : March 1, 2000

ORDER TIME : 3:21 PM

ORDER NO. : 608003-010

CUSTOMER NO: 7190033

3000003153983--3

CUSTOMER: Dennis P. Spates, Esq
DENNIS P. SPATES ATTORNEY AT
DENNIS P. SPATES ATTORNEY AT
2nd Floor
53 Leonard Street
New York, NY 10013

DOMESTIC FILING

NAME: BURLINGTON CONSTRUCTION FUND,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 MAR - 1 PM 4:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

hjk
3/1/00

FILE 2nd



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 2, 2000

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BURLINGTON CONSTRUCTION FUND, LTD.
Ref. Number: W00000005746

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -1 PM 5:17

RESUBMIT
Please give original
submission date as file date.

We have received your document for BURLINGTON CONSTRUCTION FUND, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, its general partner BARON CAPITAL XCII, INC. will have to be qualified in Florida.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 900A00011722

RECEIVED
00 MAR -3 PM 1:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 7, 2000

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

→ Buck - Can you please
give this file date?
Thanks! Janine

SUBJECT: BURLINGTON CONSTRUCTION FUND, LTD.
Ref. Number: W00000005746

RESUBMIT
Please give original
submission date as file date.

We have received your document for BURLINGTON CONSTRUCTION FUND, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

On the Certificate of limited partnership, there is a MAILING ADDRESS listed for the partnership. This is required.

But the certificate must also state a PRINCIPAL OFFICE ADDRESS for the limited partnership itself.

ALSO, the AFFIDAVIT OF CAPITAL CONTRIBUTIONS must list TWO MONEY AMOUNTS. It clearly states that the limited partners have contributed \$99.00 to date.

But it must also state THE TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS.

This must be a definite money amount. We cannot accept a statement that it will be between \$99.00 and \$1,200,000.00.

Please note that the partnerships FILING FEE will be based on this TOTAL ANTICIPATED AMOUNT, and that the partnership will be required to file a SUPPLEMENTAL AFFIDAVIT, when and if the limited partner contribution amount should ever surpass this anticipated amount.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 900A00012518

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -1 PM 5:17

RECEIVED
00 MAR -7 PM 4:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BURLINGTON CONSTRUCTION FUND, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR - 1 PM 5:17

FIRST: The name of the limited partnership is Burlington Construction Fund, Ltd. (the "Partnership").

SECOND: The name and address of the registered agent of the Partnership for the service of process required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

THIRD: The name and business address of the sole general partner of the Partnership are Baron Capital XCII, Inc., 7826 Cooper Road, Cincinnati, Ohio 45242.

FOURTH: The mailing and principal office address for the Partnership is 7826 Cooper Road, Cincinnati, Ohio 45242.

FIFTH: The latest date upon which the Partnership is to dissolve is December 31, 2027.

Under penalties of perjury, the undersigned on behalf of the sole general partner of the Partnership declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct. Signed this first day of March 2000.

GENERAL PARTNER:

BARON CAPITAL XCII, INC.

By:

Gregory K. McGrath
Gregory K. McGrath, President

Having been named as registered agent and to accept service of process for the above-named limited partnership at the place designated in this Certificate of Limited Partnership, 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.

CORPORATION SERVICE COMPANY

By:

Name:

Laura R. Dunlap

Title:

as its agent

Date: March 1, 2000

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -1 PM 3:17

The undersigned, the sole general partner of Burlington Construction Fund, Ltd., a Florida limited partnership (the "Partnership"), hereby certifies the following:

The amount of the capital contributions to date of the limited partners is \$99.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$99.00.

Signed this first day of March 2000.

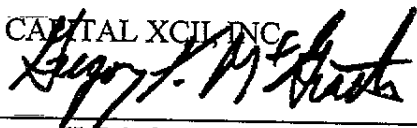
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned on behalf of the sole general partner of the Partnership declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

BARON CAPITAL XCII, INC.

By:


Gregory K. McGrath, President