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To:

Division of Corporations

Fax Number : (850)922-4003

From:

ACCOUNT Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195 Phone : (850)521-1000

Phone : (850)521-1000 Fax Number : (850)521-1030

FLORIDA LIMITED PARTNERSHIP

BARON SABH CONSTRUCTION FUND, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$87.50

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CERTIFICATE OF LIMITED PARTNERSHIP OF BARON SABH CONSTRUCTION FUND, LTD.

FIRST: The name of the limited partnership is Baron SABH 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 XCIV, Inc., 7826 Cooper Road, Cincinnati, Ohio 45242.

FOURTH: The mailing address for the Partnership is 7826 Cooper Road, Cincinnation Ohio 45242.

FIFTH: The latest date upon which the Partnership is to dissolve is December 31, 2030

Under penalties of perjury, the undersigned on behalf of the sole general partner of the Partnership declares that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct. Signed this 15th day of December 2000.

GENERAL PARTNER:

BARON CAPITAL XCIV, INC.

Gregor K McGrath Banddont

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: William W. Sk. ppor)
Name:

Title: Deborah D. Skipper

Date: December 15, 2000

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, the sole general pariner of Baron SABH 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 a minimum of \$99.00 and a maximum of \$99.00

Signed this 15th day of December 2000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned on behalf of the sole general partner of the Partnership declares 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 XCIV. INC.

BV: Lacar Vale

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