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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARON LAKESIDE CONSTRUCTION FUND, LTD.**

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

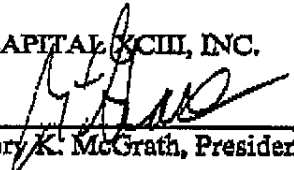
FOURTH: The mailing address for the Partnership is 7826 Cooper Road, Cincinnati, Ohio 45242.

FIFTH: The latest date upon which the Partnership is to dissolve is December 31, 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 14th day of December 2000.

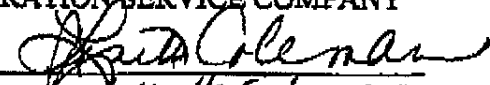
GENERAL PARTNER:

BARON CAPITAL XCIII, INC.

By: 
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: Lynette Coleman
Title: As Agent

Date: December 14, 2000

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

The undersigned, the sole general partner of Baron Lakeside 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 14th 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 XCIII, INC.

By: 

Gregory K. McGrath, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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