2000 UNIFORM BUSINESS REPORT (UBR) DOCUMENT # A07756 1. Entity Name FILED SECRETARY OF STATE DIVISION OF CORPORATIONS HEATHERWOOD APARTMENTS II. LTD. 00 APR 28 AM 3: 05 Principal Place of Business Mailing Address 7809 COOPER RD. 7809 COOPER RD. CINCINNATI OH 45242 CINCINNATI OH 45242-7605 2. Principal Place of Business 3. Mailing Address Suite, Apt. #, etc. Suite, Apt. #, etc. DO NOT WRITE IN THIS SPACE Applied For City & State City & State 4. FEI Number 59-2000810 Not Applicable \$8.75 Additional Zip Country Zip Country 5. Certificate of Status Desired Fee Required 7. Name and Address of New Registered Agent 6. Name and Address of Current Registered Agent Name MCGRATH, GREGORY K Street Address (P.O. Box Number is Not Acceptable) 4561 GULF OF MEXICO DR. #101 **LONGBOAT KEY FL 34228** Zip Code City FL 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. SIGNATURE Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) 11. MAKE CHECK PAYABLE TO DEPT. OF STATE 10. Amount of Capital Contributions 9. Capital Contributions \$375,000.00 SEE REVERSE SIDE FOR FEE INFORMATION as Shown on record. in FLORIDA to date. A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner. ADDRESS CHANGES ONLY GENERAL PARTNER INFORMATION 12. P97000037643 DOCUMENT # STREET ADDRESS BARON CAPITAL LII, INC. 300003268673 7826 COOPER ROAD -05/26/00--01082--004 CITY-ST-7P CINCINNATI OH 45242 ****535.00 ****535.00 STREET ADDRESS CITY+ST-ZIP STREET ADDRESS

NAME STREET ADDRESS CITY-ST-ZIP DOCUMENT # NAME STREET ADDRESS CITY-ST-ZIP DOCUMENT # NAME STREET ADDRESS CITY-ST-ZIP CITY - ST - ZIP DOCUMENT# STREET ADDRESS NAME STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP DOCUMENT# STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAVE. STREET ADDRESS CITY-ST-ZIP CITY-ST-7IP

14. I hereby certify that the information supplied with this filling does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes

SIGNATURE:

AND TYPE AND TYPED OF PRINTED HAME OF SIGNING GENERAL PARTNER

1/26/00 573-936