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GEIGER KASDIN → Department of State:# 1/ 4

A09927

1/13/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
CONTACT: BEVERLY O RIEDY  
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: COUNTRY SQUARE APARTMENTS, LTD.

AUDIT NUMBER.....H98000000753

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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GEIGER, KASDIN, HELLER, KUPERSTEIN,  
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(954) 985-9490  
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January 15, 1998

PLEASE REPLY TO MIAMI

Via Facsimile

Ms. Diane Cushing, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Country Square Apartments, Ltd. - A09927  
FA#:H98753

Dear Ms. Cushing:

I am resubmitting the Certificate of Amendment to Certificate of Limited Partnership of the above-referenced partnership. The filing was rejected on January 13, 1998 because the 1998 annual report had not been filed. However, when checking the state's records to confirm information on file regarding such partnership, your records indicate that the annual report was filed on December 30, 1997.

If you have any questions regarding this matter, please do not hesitate to call me.

Sincerely,

  
Marci Shaffer  
Legal Assistant

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GEIGER KASDIN → Department of State;# 3/ 4



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 13, 1998

COUNTRY SQUARE APARTMENTS, LTD.  
7795 COPPER ROAD  
CINCINNATI, OH 45242

SUBJECT: COUNTRY SQUARE APARTMENTS, LTD.  
REF: A09927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The 1998 limited partnership annual report must be filed before I can file this amendment. *12/30/97*

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

FAX Aud. #: H98000000753  
Letter Number: 398A00001951

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1-15-98 11:49AM ;  
FOUR SEASONS NY.

GEIGER KASDIN → Department of State:# 4/ 4  
21002

JAN-12-98 MON 4:07 PM

BARON CAPITAL INC.

FAX NO. 513 984 4550

P. 2

SENT BY:

FA# H98-753

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
COUNTRY SQUARE APARTMENTS, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certifies as follows:

1. **Name.** The name of the Partnership is COUNTRY SQUARE APARTMENTS, LTD.
2. **Filing of Certificate.** The Certificate was filed on January 13, 1981 with the Florida Department of State.
3. **Document Number.** The Document Number for the Partnership is A09927.
4. **Amendment.** The Certificate is hereby amended as follows:
  1. Baron Capital LXXXI, Inc., located at 7826 Cooper Road, Cincinnati, Ohio 45242 is hereby added, and hereafter shall be the sole general partner of the Partnership.
  2. Baron Capital XVII, Inc. hereby withdraws as a general partner of the Partnership.

IN WITNESS our hands and seals this 12<sup>th</sup> day of January, 1998.

**NEW GENERAL PARTNER:**

BARON CAPITAL LXXXI, INC.,  
a Florida corporation

By:   
Gregory E. McGrath, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 15 PM 2:49

**WITHDRAWING GENERAL PARTNER:**

BARON CAPITAL XVII, INC.,  
a Florida corporation

By:   
Gregory E. McGrath, President

Robert S. Geiger, Esq.  
GEIGER, KASDIN, HELLER, KUPERSTEIN,  
CHAMES & WEIL, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
Florida Bar Number 192208

FA# H98-753

BARON CAPITAL LXXXI, INC. AMEND