

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT
TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 DEC 30 AM 9:48 	
1. Name of Limited Partnership		1a. DOCUMENT # A93000000380			
FLORIDA CAPITAL INCOME FUND II, LTD.					
Mailing Address 7785 COOPER RD CINCINNATI OH 45242		Principal Office Address 7785 COOPER RD CINCINNATI OH 45242		3. Date Formed or Registered 04/15/1993	
2. Mailing Address 7826 COOPER ROAD Suite, Apt. #, etc.		2a. Principal Office Address 7826 COOPER ROAD Suite, Apt. #, etc.		3a. Date of Last Report 01/02/1997	
City & State CINCINNATI OHIO		City & State CINCINNATI OHIO		4. State or Country of Formation FL	
Zip 45242		Zip 45242		5a. Capital Contributions as Shown on record. \$99.00	
				5b. Amount of Capital Contributions in FLORIDA to date:	
				6. FEI Number 65-0438421 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
8. Make check payable to: Dept. of State (See reverse side for fee information)					

9. Name and Address of Current Registered Agent MCGRATH, GREGORY K. 28050 US HWY. 19 NORTH SUITE 301 CLEARWATER FL 34621		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) BARON CAPITAL IV, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 28050 US HWY. 19 NORT	11b. City, State & Zip Code CLEARWATER FL 34621	11c. Registration/ Document Number P95000007305 400002401684--8 -01/15/98--01065--005 ****169.00 ****156.25 X 6500
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate, and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR25003 (5/97)