A94000001144

APPLICATION FOR REGISTRATION OF LIMITED PARTNERSHIP

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # A94000001144

1. Name of Limited Partnership

Florida Capital Income Fund, Ltd.

DO NOT WRITE IN THIS SPACE

2. Mailing Address	3. Principal Office Address	4. Date Formed or Registered To Do Business in Florida
7826 Cooper Road **Cincinnati, Ohio 45242**	**7826 Cooper Road** **Cincinnati, Ohio 45242**	**8-23-94**
Zip / Country	Zip / Country	5. FEI Number: **65-0523970** ☐ Applied For ☐ Not Applicable
		6. CERTIFICATE OF STATUS DESIRED ☒ $8.75 Additional Fee required for a Certificate of Status
		7. State or Country of Formation

8a. Capital Contributions as Shown on Record: **99.00**

8b. Amount of Capital Contributions in **FLORIDA** to date: **99.00**

FEES: 1.) Filing Fee(s): Computed at a rate of $7 per $1,000 on amount entered in 8b, with a minimum filing fee of $52.50 and a maximum of $437.50, for each year due this office.
2.) Supplemental Fee(s): $88.75 for each year due this office, beginning with 1992 calendar year.
3.) Penalty Fee(s): $500 penalty fee for each year report form is delinquent.
Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

9. Name and Address of Current Registered Agent	10. If changed, new registered agent/office
~~Michael Schmerge~~ ~~28050 U.S. Highway 19 North~~ ~~Clearwater, FL 34621~~	Name: **Gregory K. McGrath** Street Address: **4561 Gulf of Mexico Drive, #101** Suite/Apt.: City: **Longboat Key, Florida 34228** Code:

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 **April 5, 1999**

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

11. Names of General Partner(s)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City, State and Zip Code	11a. Registration Document Number
Baron Capital II, Inc.	**7826 Cooper Road**	**Cincinnati, Ohio 45242**	**P94000068023**

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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 **April 5, 1999**

Typed or Printed Name of General Partner Signing Form: **Gregory K. McGrath, President**
Baron Capital II, Inc.
Telephone Number: **(513) 984-5001**

CR2E039 (12/98)