

A95000000467
BARON

CAPITAL INCORPORATED

1150 Cleveland St., Suite 420, Clearwater, FL 34615, 1-800.558.8055, FAX 813.461.9103

March 21, 1995

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

600001488596
-03/24/95--01025--004
***105.00 ***105.00

ATTN: Limited Partnership

RE: Certificate of Limited Partnership,
Affidavit of Capital Contribution, and
Agreement of Limited Partnership of
FLORIDA TAX CREDIT FUND, LTD.

FILED
1995 MAR 23 PM 12:32
SECRET
TALLAHASSEE, FLORIDA

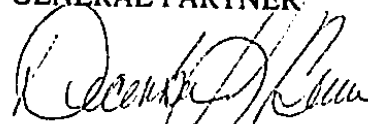
Dear Sirs:

Enclosed please find a check in the amount of \$105.00 for the filing fee, registered agent fee and certificate request for the above referenced partnership.

Thank you in advance for your attention to this matter. If I can be of any further assistance, please do not hesitate to contact me.

Sincerely,

BARON CAPITAL VI, INC.
GENERAL PARTNER


December L. Burns

/dlb
enclosures

3/24/95
2 enc

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA TAX CREDIT FUND, LTD.

A95000000467

1. The name of the Limited Partnership is: FLORIDA TAX CREDIT FUND, LTD.
2. The address of the office and the name and address of the agent for service of process required to be maintained by F.S. 620.105 is:

GREGORY K. MCGRATH
28050 US 19 NORTH
SUITE 301
CLEARWATER, FLORIDA 34621

3. The name and business address of the General Partner is:

BARON CAPITAL VI, INC.
28050 US 19 NORTH
SUITE 301
CLEARWATER, FLORIDA 34621

4. The principal address mailing address for the Limited Partnership is:

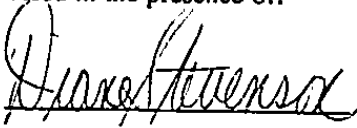
28050 US 19 NORTH
SUITE 301
CLEARWATER, FLORIDA 34621

5. The latest date upon which the Limited Partnership is to dissolve is December 31 2025.

6. There are no other matters to include herein.

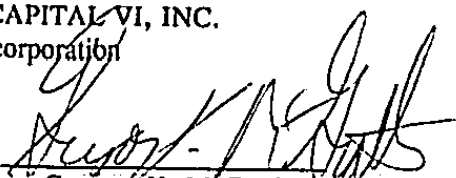
DATED this 17th day of March, 1995.

Signed, sealed, and delivered in the presence of:



BARON CAPITAL VI, INC.
a Florida corporation

By:

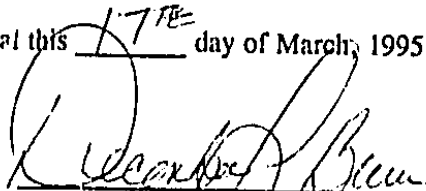

Gregory K. McGrath, President
and Registered Agent

FILED
1995 MAR 23 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 17th day of March, 1995, by GREGORY K. MCGRATH, President of BARON CAPITAL VI, INC., General Partner on behalf of FLORIDA TAX CREDIT FUND, LTD., a partnership. He is personally known to me and did take an oath.

WITNESS my hand and official seal this 17th day of March, 1995.



DECEMBER LEA BURNS
NOTARY PUBLIC, State of Florida

My Commission expires:

OFFICIAL NOTARY SEAL
DECEMBER L. BURNS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC190046
MY COMMISSION EXP. MAR. 31, 1996

FILED
1995 MAR 23 PM 12:32
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
FLORIDA TAX CREDIT FUND, LTD.

FILED
MAR 23 PM 12:32
TALLAHASSEE, FLORIDA

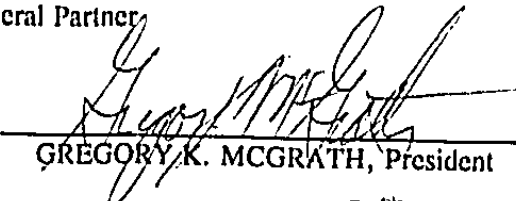
STATE OF FLORIDA :
: SS:
COUNTY OF DADE :

BEFORE ME personally appeared GREGORY K. MCGRATH, as President of BARON CAPITAL VI, INC., a Florida corporation, the General Partner of FLORIDA TAX CREDIT FUND, LTD., who, after being first duly cautioned and sworn, deposes and says:

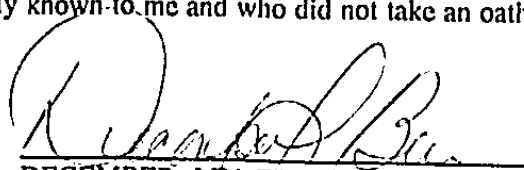
1. I have personal knowledge of the matters contained herein.
2. I am the President of BARON CAPITAL VI, INC., a Florida corporation, the sole General Partner of FLORIDA TAX CREDIT FUND, LTD.
3. The amount of capital contributions of the Limited Partners is \$99.00 and no further capital contributions are anticipated to be made by the Limited Partner.

FURTHER AFFIANT SAYETH NAUGHT.

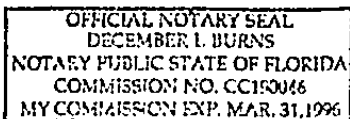
BARON CAPITAL VI, INC.
General Partner

By: 
GREGORY K. MCGRATH, President

The foregoing instrument was acknowledged before me this 17th day of March, 1995, by Gregory K. McGrath, who is personally known to me and who did not take an oath.


DECEMBER LEA BURNS
NOTARY PUBLIC, State of Florida

My Commission Expires:



FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 22 AM 10:34

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000467

FLORIDA TAX CREDIT FUND, LTD.

Mailing Address
20050 US 19 NORTH
SUITE 301
CLEARWATER FL 34621

Principal Office Address
20050 US 19 NORTH
SUITE 301
CLEARWATER FL 34621

If above addresses are the same, in any way, use through the secured information and enter correct address in Block 2 and 2c.

3. Date of Report or Registered to the Department of
FLORIDA
03/23/1995

3a. Date of Last Report

4. State or County of Formation
FL

5a. Capital Contributions as Reported
\$99.00

5b. Amount of Capital Contributions to
FLORIDA to date

6. FIC Number

59-3318699

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$2.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5a or 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.101, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

MCGRATH, GREGORY K
28050 US 19 NORTH
SUITE 301
CLEARWATER FL 34621

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Applicable)

State Apt # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1061 and 620.102, 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 620.102, Florida Statutes.

SIGNATURE (Required Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

BARON CAPITAL VI, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

28050 US 19 NORTH, ST 301

11b. City, State & Zip Code

CLEARWATER FL 34621

11c. Registration
Document Number

P95000022927

6000001677406
-01/03/96--01120--003
****191.25 ****191.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied with this filing is accurately furnished and does not qualify for the exemption stated in section 19.07(3)(b), Florida Statutes, to release the Division of Corporations from the liability of such compliance. I understand that in the event that the information supplied is determined 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 effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee, and pursuant to this report as required by Chapter 620, Florida Statutes.

SIGNATURE

Gregory K. McGrath

(DATE)

9/26/95

Telephone Number

Typed or Printed Name of General Partner Signing Form

0008708

CR2E003 (6/95)