A95000000614

BARON®
CAPITAL INCORPORATED
28050 U.S. Hwy. 19 North, Suite 301, Clearwater, Florida 34621
(813) 799-9332 (800) 558-8055 FAX (813) 799-6434

April 11, 1995

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

500001456265
-04/14/95--01012--003
****105.00 ****105.00

ATTN: Limited Partnership

RE: Certificate of Limited Partnership,
Affidavit of Capital Contribution, and
Agreement of Limited Partnership of
FLORIDA CAPITAL INCOME FUND III, LTD.

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 VII, INC.
GENERAL PARTNER

December L. Burns
Office Administrator

/dlb
enclosures

Name 4/17/95
Availability dec
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier DCC

TC
300.00

A95000000614

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA CAPITAL INCOME FUND III, LTD.

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1. The name of the Limited Partnership is: FLORIDA CAPITAL INCOME FUND III, 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 VII, INC.
1150 CLEVELAND STREET
SUITE 420
CLEARWATER, FLORIDA 34615

P95000028918

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

28050 US 19 NORTH
SUITE 301
CLEARWATER, FLORIDA 34621

FILED
95 APR 13 PM 1:00

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 7th day of April, 1995.

Signed, sealed, and delivered in the presence of:

Diane Stevenson

BARON CAPITAL VII, INC.
a Florida corporation

By: Gregory K. McGrath
Gregory K. McGrath, President
and Registered Agent

STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 7th day of April, 1995, by GREGORY K. MCGRATH, President of BARON CAPITAL VII, INC., General Partner on behalf of FLORIDA CAPITAL INCOME FUND III, LTD., a partnership. He is personally known to me and did take an oath.

WITNESS my hand and official seal this 7th day of April, 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

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
FLORIDA CAPITAL INCOME FUND III, LTD.

STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

BEFORE ME personally appeared GREGORY K. MCGRATH, as President of BARON CAPITAL VII, INC., a Florida corporation, the General Partner of FLORIDA CAPITAL INCOME FUND III, 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 VII, INC., a Florida corporation, the sole General Partner of FLORIDA CAPITAL INCOME FUND III, 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 VII, INC.
General Partner

By: _____
GREGORY K. MCGRATH, President

The foregoing instrument was acknowledged before me this 7th day of April, 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:

OFFICIAL NOTARY SEAL
DECEMBER L BURNS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC190016
MY COMMISSION EXP. MAR. 31,1996

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
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 DEC 22 AM 10:31

1. Name of Limited Partnership

FLORIDA CAPITAL INCOME FUND III, LTD.

1a. DOCUMENT # A95000000614

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

Suite, Apt. # etc.

City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt. # etc.

City, State & Zip

Mailing Address
28050 US 19 NORTH, SUITE 301
CLEARWATER FL 34621

Principal Office Address
28050 US 19 NORTH, SUITE 301
CLEARWATER FL 34621

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA: 04/13/1995

3a. Date of Last Report

4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Record: $99.00

5b. Amount of Capital Contributions in FLORIDA to Date

6. FEI Number: 59-3317150

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable
$8.75 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 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2) Supplemental Fee. $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($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 Acceptable)

Suite, Apt. # etc.

City: FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 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 (Registered Agent Accepting Appointment) DATE

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

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
BARON CAPITAL VII, INC.	1150 CLEVELAND STREET	CLEARWATER FL 34615	P95000028918

300001677408
-01/03/96--01120--001
****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. To the best of my knowledge, the information supplied with this filing is voluntarily furnished and does not qualify for the exemptions stated in Section 119.07(3)(i), Florida Statutes. I authorize the Division of Corporations to release my social security number for the purpose of complying with Section 7.503, Florida Statutes, in the event that the information supplied is construed not exempt from public access. I further certify that the information indicated on this report is true and accurate and that my signature shall be the same legally 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: Gregory K. McGrath DATE: 9/6/95

Typed or Printed Name of Individual Signing Form: Gregory K. McGrath

Telephone Number

CR2E003 (6/95)

0008707