

A9500000997

SENT BY:

6/30/95

00-55 14:14 GEIGER KASDIN HELLER & KUPERSTEIN, DIV OF CORPORATIONS: # 1/3
10:29 AM
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

((H95000007324)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

((H95000007324)))

NAME: SOUTHEAST INCOME FUND, LTD.
FAX AUDIT NUMBER: H95000007324
DATE REQUESTED: 06/30/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$140.00

CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:29:14
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076030000723

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((H95000007324)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Alt-Z FOR HELP VT102

* FDX * 9600 E71 * LOG CLOSED * PRINT OFF *

6/30/95

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1428 BRICKELL AVE
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MIAMI FL 33131-

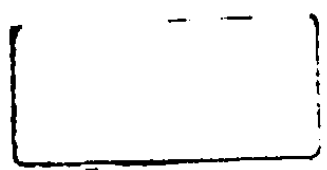
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
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DATE REQUESTED: 06/30/1995
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CERTIFICATE OF STATUS: 0



CM

FLORIDA DIVISION OF CORPORATIONS

55 JUN 30 PM 3:13

RECEIVED

SENT BY:

6-30-05 : 14:15 : GEIGER KASDIN HELLER DIV OF CORPORATIONS: # 2/ 3

FA#: H95-7324

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOUTHEAST INCOME FUND, LTD.

1. The name of the Limited Partnership is: SOUTHEAST INCOME 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 the partnership is:

GREGORY K. McGRATH
c/o BARON CAPITAL X, INC.
3280 Mary Street, Suite 306
Miami, Florida 33133

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

BARON CAPITAL X, INC.
3280 Mary Street, Suite 306
Miami, Florida 33133

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

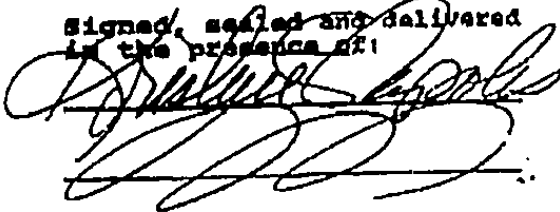
3280 Mary Street, Suite 306
Miami, Florida 33133

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2025.

6. There are no other matters to include herein.

Dated this 28th day of June, 1995

Signed, sealed and delivered
in the presence of:



BARON CAPITAL X, INC.,
a Florida corporation

BY:

GREGORY K. McGRATH, President

GREGORY K. McGRATH, Registered Agent

Keith J. Blum, Esq.
Geiger, Kasdin, Haller, Kuperstein
Chambers & Weil, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone (305) 372-5000
Facsimile (305) 372-0052 - Florida Bar No. 879185
FA#: H95-7324

SENT BY:

0-30-05 14:15 GEIGER KASDIN HELLER DIV OF CORPORATIONS: 3/ 3

PAF: H95- 7324

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
SOUTHEAST INCOME FUND, LTD.**

95 JUN 30 PM 4
FILED
SECRETARIES
FLORIDA
FILE

Before me appeared GREGORY K. MCGRATH as President, of Baron Capital X, Inc., a Florida corporation, the General Partner of Southeast Income Fund, Ltd., a Florida limited partnership, who after being first duly cautioned and sworn, depose and says:

1. I have personal knowledge of the matters contained herein.
2. I am the President of Baron Capital X, Inc., a Florida corporation, the sole General Partner of Southeast Income Fund, Ltd.
3. The amount of capital contributions of the Limited Partnership is \$99.00, and no further capital contributions are anticipated to be made by the Limited Partner.

FURTHER AFFIANT SAYETH NAUGHT.

BARON CAPITAL X, INC.,
a Florida corporation

BY: *Gregory K. McGrath*
GREGORY K. MCGRATH, President

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this 28 day of June, 1995, by GREGORY K. MCGRATH who is personally known to me.

Kristine Napoles
NOTARY PUBLIC, STATE OF FLORIDA
PRINT NAME: Kristine Napoles

My commission expires:



KRISTINE NAPOLES
My Commission CC408848
Expires Dec. 02, 1998

AMC\BARGM\STADJON\CONTRING.AFF

PAF: H95- 7324

SEP 22 95 REL C

A9500000997

P.01

9/22/95

FLORIDA DIVISION OF CORPORATIONS

3:20 PM

PUBLIC ACCESS SYSTEM

((H95000010662)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000010662)))

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: SOUTHEAST INCOME FUND, LTD.

FAX AUDIT NUMBER: H95000010662

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/22/1995

TIME REQUESTED: 15:20:03

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$103.00

ACCOUNT NUMBER: 076030000723

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** ENTER 'M' FOR MENU. **

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9/22/95

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

((H95000010662)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000010662)))

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: SOUTHEAST INCOME FUND, LTD.

FAX AUDIT NUMBER: H95000010662

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/22/1995

TIME REQUESTED: 15:28:03

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$105.00

ACCOUNT NUMBER: 076030000723

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000010662)))

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ENTER SELECTION AND <CR>:

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9/22/95

FLORIDA DIVISION OF CORPORATIONS

3:28 PM

PUBLIC ACCESS SYSTEM

((H95000010662)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

92:1 PM 22 SEP 95

FA#: H95-10662

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
SOUTHEAST INCOME FUND, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes the undersigned, being 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 SOUTHEAST INCOME FUND, LTD.
2. **Filing of Certificate.** The Certificate was filed on June 30, 1995 with the Florida Department of State. The Document Number is A9500000997.
3. **Amendments.** The Certificate is hereby amended as follows:
 - (a) The name of the Limited Partnership shall be changed to:
GSU STADIUM STUDENT APARTMENTS LTD.
 - (b) The address for service of process shall change to:

**GREGORY K. MCGRATH
28050 U.S. Highway 19 North
SUITE 301
CLEARWATER, FLORIDA 34621**

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-6000
Facsimile: (305) 372-0652
Florida Bar Number: 0879185

FILED
95 SEP 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H95-10662

(c) The address of the General Partner shall change to:

BARON CAPITAL X, INC.
28050 U.S. Highway 19 North
SUITE 301
CLEARWATER, FLORIDA 34621

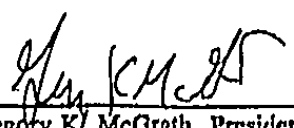
(d) The principal address and the mailing address for the Limited Partnership shall change to:

28050 U.S. Highway 19 North
SUITE 301
CLEARWATER, FLORIDA 34621

IN WITNESS our hands and seals this 21st day of September, 1995.

GENERAL PARTNER:

BARON CAPITAL X, INC., a Florida corporation

By: 

Gregory K. McGrath, President

J:\work\95\baron\online.am2

FILED
95 SEP 22 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

September 22, 1995

Cathy Mitchell
Florida Department of State
Division of Corporations

fax 904-487-6013

RE: Southeast Income Fund, Ltd.
A95000000997
Name change to GSU Stadium Student Apartments, Ltd.

FILED
95 SEP 22 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Mitchell:

We are aware the annual report has not been filed to date on the above referenced partnership.
We are taking immediate steps to file it.

Sincerely,



Gregory K. McGrath

Baron Capital X, Inc.
President

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
Cynthia McMath
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION

95 DEC 22 AM 9:43

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000997

SOUTHEAST INCOME FUND, LTD.

FSU Stadium Student Apartments Ltd

Mailing Address

3250 MARY STREET, SITE 300
MIAMI FL 33133

Principal Office Address

3250 MARY STREET, SITE 300
MIAMI FL 33133

If above addresses are incorrect in any way, list through this space a correction and enter correct address in Block 2 and/or 2a.

3. Date Form or Registered in Florida as
FLORIDA 06/30/1995

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. FID Number
65-0590760

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable
\$0.75 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 5a blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee. \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$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
% BARON CAPITAL X, INC.
3250 MARY STREET, SUITE 300
-MIAMI FL-33133-

10. If changed, new Registered Agent/Office

Name
Street Address P.O. Box Number If Not Applicable
28050 US Highway 19 North
Suite 301
City Clearwater FL 34621

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)

BARON CAPITAL X, INC.

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

3250 MARY STREET, SUI

11b. City, State & Zip Code

MIAMI FL 33133

11c. Registration Document Number

P95000051164

800001677548
-01/03/96--01124--025
****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 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)(b), Florida Statutes. I release the Division of Corporations from any liability of loss or complicity with Section 119.07(3)(b) 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 effect 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

9/5/95

Typed or Printed Name of General Partner Signing Form

Gregory K. McGrath

Telephone Number