

A95000001425

9/27/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:46 AM

((H95000010771))) 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 33131-0000
TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY
FAX: (904) 922-4000 PHONE: (305) 372-5000
FAX: (305) 372-0052

((H95000010771))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: DAYSHORE INVESTORS II, LTD.

FAX AUDIT NUMBER: H95000010771

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/27/1995

TIME REQUESTED: 10:45:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$97.50- \$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.

((H95000010771)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-% FOR HELP° VT102 ° FDX ° 9600 E71 ° LOG CLOSED ° PRINT OFF °

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STATE OF FLORIDA 6TH FLOOR
409 EAST GAINES STREET MIAMI FL 33131-0000

FAN H95-10771

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
DAYSHORE INVESTORS II, LTD.
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring 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:

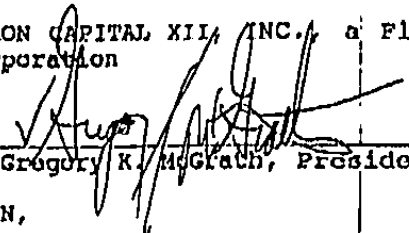
1. Name. The name of the Partnership is DAYSHORE INVESTORS II, LTD.
2. Filing of Certificate. The Certificate was filed on September 25, 1995 with the Florida Department of State.
3. The Document Number for the Limited Partnership is A95000001425.
4. Amendment. The Certificate is hereby amended as follows:
The name of the Limited Partnership shall be changed to:

INLAND INVESTORS, LTD.

IN WITNESS our hands and seals this 27th day of September, 1995.

GENERAL PARTNER:

BARON CAPITAL XII, INC., a Florida corporation

By: 
Gregory K. McGrath, President

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FAN H95-10771

J:\WORK\ESTHER\CORP\DAYSHORE.AMD

A95000001425

10-01-1995 15:50
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11-1-95 10:05

ACTUAL RECEIVED

305-440020

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9:31 AM

10/30/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

((H95000012101))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1420 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

((H95000012101))

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: INLAND INVESTORS, LTD.

FAX AUDIT NUMBER: H95000012101

CURRENT STATUS: REQUESTED

DATE REQUESTED: 10/30/1995

TIME REQUESTED: 09:30:54

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$105.00

ACCOUNT NUMBER: 076030000723

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** ENTER 'M' FOR MENU. **

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10/30/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1420 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

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NOTA DE CORP. DIVISION

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P.01

10/30/95

FLORIDA DIVISION OF CORPORATIONS

9:31 AM

PUBLIC ACCESS SYSTEM

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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

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FLORIDA DIVISION OF CORPORATIONS

9:31 AM

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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

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DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

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FAX AUDIT NUMBER: H95000012101

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TIME REQUESTED: 09:30:54

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A95000001425

FLORIDA DIVISION OF CORPORATIONS

95 OCT 30 PM 12:58

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103-01-1995 15151

3054440020

P.02

FILED

95 NOV -1 AM 10: 53

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 1, 1995

Cathy Mitchell
Florida Department of State
Division of Corporations

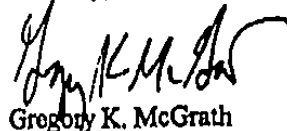
Fax 904-487-6013

RE: Inland Investors, Ltd.
A95000001425
Name change to Florida Opportunity Income Partners II, Ltd.

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 XII, Inc.
President

100-01-1975 15151
SENT BY:

11-1-95 11:00

OFFICE NUMBER

305-4440028

P.03

PA# H95-12101

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
INLAND INVESTORS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring 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 **INLAND INVESTORS, LTD.**
2. **Filing of Certificate.** The Certificate was filed on September 25, 1995 with the Florida Department of State and amended on September 27, 1995.
3. The Document Number for the Limited Partnership is A95000001425.
4. **Amendment.** The Certificate is hereby amended as follows:

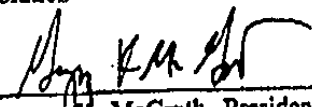
The name of the Limited Partnership shall be changed to:

FLORIDA OPPORTUNITY INCOME PARTNERS II, LTD.

IN WITNESS our hands and seals this 30th day of October, 1995.

GENERAL PARTNER:

BARON CAPITAL XII, INC., a Florida
corporation

By: 
Gregory M. McGrath, President

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

PA# H95-12101
INWORKESTRIBICORP\INLAND.AMD

A95000001425

9/22/95

FLORIDA DIVISION OF CORPORATIONS
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11:40 AM

((H95000010634))) 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

((H95000010634))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NAME: BAYSHORE INVESTORS II, LTD.
FAX AUDIT NUMBER: H95000010634 CURRENT STATUS: REQUESTED
DATE REQUESTED: 09/22/1995 TIME REQUESTED: 11:40:00
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$140.00 ACCOUNT NUMBER: 076030000723

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((H95000010634)))
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FA# H95-10634

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
BAYSHORE INVESTORS II, LTD.**

STATE OF FLORIDA :
COUNTY OF PINELLAS :

BEFORE ME personally appeared Gregory K. McGrath, on President of Baron Capital XII, Inc., a Florida corporation, the General Partner of Bayshore Investors II, 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 XII, Inc., a Florida corporation, the sole General Partner of Bayshore Investors II, 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.

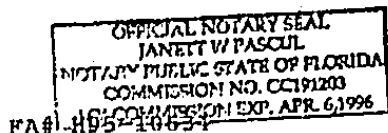
BARON CAPITAL XII, INC.,
General Partner

By: Gregory K. McGrath
Gregory K. McGrath, President

The foregoing instrument was acknowledged before me this 22nd day of September, 1995, by Gregory K. McGrath, who is personally known to me.

Janett W. Pascual
Notary Public,
State of Florida at Large

My Commission Expires:



95 SEP 25 AM 11:11
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PA# H95-10634

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAYSHORE INVESTORS II, LTD.

1. The name of the Limited Partnership is: BAYSHORE INVESTORS II, 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 MCGRATH
28050 U.S. Highway, 19 North
Suite 301
Clearwater, Florida 34621

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

BARON CAPITAL XII, INC.
28050 U.S. Highway, 19 North
Suite 301
Clearwater, Florida 34621

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

28050 U.S. Highway, 19 North
Suite 301
Clearwater, Florida 34621

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 22ND day of SEPTEMBER, 1995.

Signed, sealed and delivered
in the presence of:

[Signature]
[Signature]

BARON CAPITAL XII, INC.,
a Florida corporation

By: *[Signature]*
Gregory McGrath, President

Raith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMBERS & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879105

[Signature]
Gregory McGrath
Registered Agent

PA# H95-10634

I:\WORK\ESTHER\CO2P\BARON\BAYSHORE.CER

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
Secretary of State
Capital Building, Tallahassee, Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -9 AM 8:22

with
9/10

1a. DOCUMENT #
A95000001425

FLORIDA OPPORTUNITY INCOME PARTNERS II, LTD.

Principal Office Address

28050 U.S. HIGHWAY 19 NORTH
SUITE 301
CLEARWATER FL 34621

Principal Office Address

28050 U.S. HIGHWAY 19 NORTH
SUITE 301
CLEARWATER FL 34621

If state and the name and address of the principal office of the partnership are the same, the partnership may check this box and not complete the above information.

3. Date of Annual Report
FLORIDA 09/25/1995

3a. Date of Annual Report

4. State of Incorporation
FL

5a. Filing Fee
\$99.00

5b. Amount of Franchise Fee (if any)

6. Franchise Fee

7. CERTIFICATE OF STATUS REQUIRED
\$4.75 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 \$4 if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee: \$100.75 (pursuant to section 607.103, F.S.)
3. AMOUNT OF FRANCHISE FEE: \$0.00 (If the partnership has a franchise fee, it must be entered here. If the partnership has a franchise fee, it must be entered here. If the partnership has a franchise fee, it must be entered here.)
4. If the partnership has a franchise fee, it must be entered here. If the partnership has a franchise fee, it must be entered here. If the partnership has a franchise fee, it must be entered here.

9. Name and Address of Current Registered Agent

MCGRATH, GREGORY
28050 U.S. HIGHWAY 19 NORTH
SUITE 301
CLEARWATER FL 34621

10. If changed, new Registered Agent Office

Name: 7000001776357
Address: 04/11/96--01028--018
***800.00 ***200.00
State: FL
Zip Code:

10a. I, the undersigned, being a partner or officer of the partnership, do hereby certify that the partnership is in compliance with the provisions of the Florida Franchise Act, Chapter 607, F.S., and that the partnership is not in violation of the provisions of the Florida Franchise Act, Chapter 607, F.S., and that the partnership is not in violation of the provisions of the Florida Franchise Act, Chapter 607, F.S.

10b. (If the agent is not a partner or officer of the partnership, the agent must be a resident of the state of Florida.)

DATE

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

11. Name of General Partner	11a. Address of Each General Partner	11b. City, State & Zip Code	11c. Registered Agent Number
BARON CAPITAL XII, INC.	28050 U.S. HIGHWAY 19	CLEARWATER FL 34621	P95000073040

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

12. I, the undersigned, being a partner or officer of the partnership, do hereby certify that the partnership is in compliance with the provisions of the Florida Franchise Act, Chapter 607, F.S., and that the partnership is not in violation of the provisions of the Florida Franchise Act, Chapter 607, F.S., and that the partnership is not in violation of the provisions of the Florida Franchise Act, Chapter 607, F.S.

Signature: Gregory K. McGrath
Signature: Gregory K. McGrath
Signature: Gregory K. McGrath