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11/15/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:05 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

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

FAX: (904) 922-4000

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

(((H95000012857)))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: BREVARD MORTGAGE PROGRAM, LTD.
FAX AUDIT NUMBER: H95000012857
DATE REQUESTED: 11/15/1995

CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:05:27

CERTIFIED COPIES: 1
NUMBER OF PAGES: 2

CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$140.00

ACCOUNT NUMBER: 076030000723

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-2 FOR HELP* VT102 * FDX * 9600 E71 * LOG CLOSED * PRINT OFF *

11/15/95

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STATE OF FLORIDA
409 EAST GAINES STREET

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

Name	
Available	
Document	
Examiner	KWM
Operator	KWM
Verifier	
W. P. Verifier	KWM

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NOV 15 PM 10:26
TALLAHASSEE, FLORIDA

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NOV-15-1995 12:21
SENT BY:

11-10-95 11:00

LETTER NUMBER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA# H95-12857

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BREVARD MORTGAGE PROGRAM, LTD.**

1. The name of the Limited Partnership is: **BREVARD MORTGAGE PROGRAM, 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. - 95000073040
c/o Gregory McGrath
28050 U.S. Highway, 19 North
Suite 301
Clearwater, Florida 34621

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

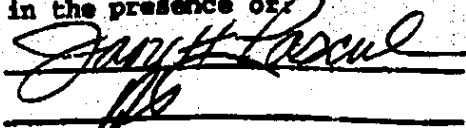
c/o Gregory McGrath
28050 U.S. Highway, 19 North
Suite 301
Clearwater, Florida 34621

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 15th day of NOVEMBER 1995.

Signed, sealed and delivered
in the presence of:



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

BARON CAPITAL XII, INC.,
a Florida corporation

By: 
Gregory McGrath, President


Gregory McGrath
Registered Agent

FA# H95-12857

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11-15-95 11:00

LETTER NUMBER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AGREEMENT OF LIMITED PARTNERSHIP
OF
BREVARD MORTGAGE PROGRAM, LTD.**

I, THE UNDERSIGNED, intending to form a Limited Partnership pursuant to the provisions of the Uniform Limited Partnership Law of the State of Florida, being duly sworn, do hereby certify as follows:

ARTICLE I

NAME

The name of the Limited Partnership shall be BREVARD MORTGAGE PROGRAM, LTD.

ARTICLE II

PURPOSE

The character of the business to be carried on by the Limited Partnership will be to conduct any business which is lawful under the laws of the State of Florida. Such business shall include, but is not limited to, the acquisition and ownership of real property.

ARTICLE III

LOCATION OF PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Limited Partnership is c/o Gregory McGrath, Baron Capital XII, Inc., 28050 U.S. Highway, 19 North, Suite 301, Clearwater, Florida 34621.

ARTICLE IV

NAME AND ADDRESS OF EACH GENERAL AND LIMITED PARTNER

The name and address of the General Partner is BARON CAPITAL XII, INC., c/o Gregory McGrath, 28050 U.S. Highway, 19 North, Suite 301, Clearwater, Florida 34621.

The name and address of the Limited Partner is BARON EQUITIES I, INC., c/o Gregory K. McGrath, 28050 U.S. Highway, 19 North, Suite 301, Clearwater, Florida 34621.

ARTICLE V

TERM OF PARTNERSHIP

The term of the Limited Partnership shall commence upon the filing for record of the Certificate of Limited Partnership with the Florida Department of State and shall continue until December 31, 2025.

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ARTICLE VI
INITIAL CAPITAL CONTRIBUTION

The amount of the cash contributed to the Limited Partnership by the General Partner is One and 00/100 Dollar (\$1.00) in the aggregate.

The amount of the cash contributed to the Limited Partnership by the Limited Partner is Ninety Nine and 00/100 Dollars (\$99.00).

ARTICLE VII
ADDITIONAL CAPITAL CONTRIBUTIONS

The Limited Partner has not agreed to make additional contributions either in cash or property.

ARTICLE VIII
RETURN OF CAPITAL CONTRIBUTIONS

Subject to the payment of debts and any other obligations of the Limited Partnership out of Limited Partnership funds, the contributions of the Limited Partner shall be returned upon the termination or dissolution of the Limited Partnership.

ARTICLE IX
DISTRIBUTIONS

The net profits, losses, deductions, and credits of the Limited Partnership for any year will be allocated ninety-nine percent (99%) to the Limited Partner and one percent (1%) to the General Partner. The Limited Partnership shall utilize a calendar year.

ARTICLE X
RIGHT TO CONTINUE BUSINESS

A substitute General Partner shall have the power to continue the business of the Limited Partnership upon the termination, dissolution, or lack of capacity of a General Partner.

ARTICLE XI
IDENTIFICATION OF GENERAL PARTNER

The General Partner shall have the discretion to admit additional Limited Partners without the consent of the Limited Partner who is a signatory hereto.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE XII
ASSIGNMENT BY LIMITED PARTNER**

The Limited Partner shall not have the right to designate any person to which it has assigned all or part of its interest in the Limited Partnership as a substituted Limited Partner unless the General Partner consents thereto. Unless such consent is obtained, the assignee shall only have the right to share in the profits or losses of the Limited Partnership which the transferring Limited Partner has pursuant to this Agreement.

**ARTICLE XIII
PRIORITIES OF LIMITED PARTNER**

The Limited Partner has no priority over any other Limited Partner as to the return of its capital contribution or as to an allocation of profit and losses or distributions of any kind.

**ARTICLE XIV
RIGHT TO RECEIVE PROPERTY OTHER THAN CASH**

The Limited Partner shall have no right to demand and receive property other than cash in return for his contribution.

Dated this 15th day of NOVEMBER, 1995.

Witnesses:

"GENERAL PARTNER"

Baron Capital XII, Inc.
a Florida corporation

Jarrett Pascul
[Signature]

By: *[Signature]*
Gregory K. McGrath
Title: President

"LIMITED PARTNER"

Jarrett Pascul
[Signature]

By: *[Signature]*
Gregory K. McGrath
Title: President

NOV-15-1995 12:23
SENT BY:

11-10-95 11:07

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95 NOV 15 PM 4:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: SS:
COUNTY OF PINELLAS :

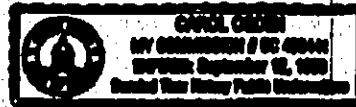
BEFORE ME personally appeared Gregory McGrath, as President of
BARON CAPITAL XII, INC., known to me to be the person described in
and who executed the foregoing instrument, and he acknowledged to
and before me that he executed said instrument for the purposes
therein expressed. Gregory McGrath is personally known to me.

WITNESS my hand and official seal this 15 day of NOVEMBER,
1995.

Carol Green

NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



**FILE ON OR BEFORE APRIL 2, 1996 TO AVOID
REVOCATION AND \$200 FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra Morthland
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR 27 PM 1:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership
BREVARD MORTGAGE PROGRAM, LTD.

1a. DOCUMENT #
A95000001730

Mailing Address
C/O GREGORY MCGRATH
20050 U.S. HIGHWAY, 19 NORTH, STE. 301
CLEARWATER FL 34621

Principal Office Address
C/O GREGORY MCGRATH
20050 U.S. HIGHWAY, 19 NORTH, STE. 301
CLEARWATER FL 34621

3. Exempt or Registered to Do Business in
FLC # DA
11/15/1995

3a. Date of Last Report

4. State or Country of Formation
FL

2. New Mailing Address, If Applicable
7795 Cooper Rd

Suite, Apt #, etc

City, State & Zip
Cincinnati, Ohio 45242

2a. New Mailing Address, If Applicable
7795 Cooper Road

Suite, Apt #, etc

City, State & Zip
Cincinnati, Ohio 45242

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

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

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number
 Applied For
 Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
 Additional Fee Required
 Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of 27 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
**GREGORY MCGRATH
20050 U.S. HIGHWAY, 19 NORTH
CLEARWATER FL 34621**

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt #, etc
City

**900001752139
-03/23/96--01020--007
***200.00 FL ***200.00**

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 _____

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

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. Registry/Document Number
BARON CAPITAL XII, INC.	20050 U.S. HIGHWAY, 1 7795 Cooper Rd Cincinnati, OH 45242	CLEARWATER FL 34621 Cincinnati, OH 45242	P95000073040

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 provided by chapter 620, Florida Statutes.

SIGNATURE Gregory K. McGrath DATE 3/26/96
Typed or Printed Name of General Partner Signing Form Gregory K. McGrath Telephone Number 800-558-8055

CR2E03 (1/95)