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4/05/96 FLORIDA DIVISION OF CORPORATIONS 3:24 PM
PUBLIC ACCESS SYSTEM
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- 33401-0000
TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY
FAX: (904) 922-4000 PHONE: (305) 372-5000
FAX: (305) 372-0052

((H96000004933)) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NAME: INCOME GROWTH FUND, LTD.
FAX AUDIT NUMBER: H96000004933 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/05/1996 TIME REQUESTED: 15:24:30
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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PA# 896-4933

CERTIFICATE OF LIMITED PARTNERSHIP
OF
INCOME GROWTH FUND, LTD.

1. The name of the Limited Partnership is: INCOME GROWTH 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. 8620.105 is:

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

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

P96 000029948

BARON CAPITAL XXVI, INC.
7793 Cooper Road
Cincinnati, Ohio 45242.

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

7793 Cooper Road
Cincinnati, Ohio 45242

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 8th day of APRIL, 1996.

Signed, sealed and delivered
in the presence of:

[Signature]
[Signature]

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 XXVI, INC.,
a Florida corporation

BY *[Signature]*
Gregory McGrath, President

[Signature]
Michael Schmerge
Registered Agent

SELECTION OF
TAILGATE FLORIDA

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

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME personally appeared Gregory K. McGrath, as President of Baron Capital XXVI, Inc., a Florida corporation, the General Partner of Income Growth 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 XXVI, Inc., a Florida corporation, the sole General Partner of Income Growth 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 XXVI, INC.,
General Partner

By Gregory K. McGrath
Gregory K. McGrath, President