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P.01

4/03/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:24 PM

(((H96000004971)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 302- 00
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

(((H96000004971)))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: INCOME PARTNERS II, LTD.
FAX AUDIT NUMBER: H96000004971

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/08/1996

TIME REQUESTED: 14:24:24

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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Name	DE 47
Availability	
Document Examiner	
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Updater Verifier	
Acknowledgment	
J. P. Verifier	

SECRET
DATE
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96 APR -9 PM 3:27

FILED

FILED

56 APR -9 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA# H96-4970

CERTIFICATE OF LIMITED PARTNERSHIP
OF
INCOME PARTNERS II, LTD.

1. The name of the Limited Partnership is: INCOME PARTNERS 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:

MICHAEL SCHMERGE
28050 U.S. Highway, 19 North
Suite 201
Clearwater, Florida 34621

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

PA6000030688

BARON CAPITAL XXIX, INC.
7795 Cooper Road
Cincinnati, Ohio 45242.

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

7795 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 9th day of APRIL, 1996.

Signed, sealed and delivered
in the presence of:

[Signature]
[Signature]

BARON CAPITAL XXIX, INC.,
a Florida corporation

By: *[Signature]*
Gregory McGrath, President

Keith J. Blum, Esq.
GEIGER, KASDIN, HELDER, 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

[Signature]
Michael Schmerge
Registered Agent

APR-09-1996 14:31
SENT BY:

4- 8-20 11:10

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SECRET
TALLAHASSEE, FLORIDA

FA# H96-4970

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
INCOME PARTNERS II, LTD.

STATE OF FLORIDA

ss:

COUNTY OF DADE

BEFORE ME personally appeared Gregory K. McGrath, an President of Baron Capital XXIX, Inc., a Florida corporation, the General Partner of Income Partners II, Ltd., 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 XXIX, Inc., a Florida corporation, the sole General Partner of Income Partners 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 XXIX, INC.,
General Partner

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

FA#: H96-4970

\\STOR\CORP\BARON\PARTNER2.AFF

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P.01

4/18/96

FLORIDA DIVISION OF CORPORATIONS 96 APR 19 12:18 PM

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

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DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: INCOME PARTNERS II, LTD.
FAX AUDIT NUMBER: H96000005494

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/18/1996

TIME REQUESTED: 12:18:48

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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4/18/96

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479

FA#: H96-5494

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
INCOME PARTNERS II, LTD.
A FLORIDA LIMITED PARTNERSHIP**

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96 APR 19 11:11
SEAL
TAL
STATE
ADMINISTRATIVE
FLORIDA

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 INCOME PARTNERS II, LTD.
2. Filing of Certificate. The Certificate was filed on April 9, 1996 with the Florida Department of State and amended on April 19, 1996.
3. The Document Number for the Limited Partnership is A96000000686.
4. Amendment. The Certificate is hereby amended as follows:

The name of the Limited Partnership shall be changed to:

BARON FIRST TIME HOME BUYER MORTGAGE FUND V, LTD.

IN WITNESS our hands and seals this 19th day of APRIL, 1996.

GENERAL PARTNER:
BARON CAPITAL XXIX, 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: 0879185

FA# H96-5494

15TH FLOOR BARON PARTNERLAND