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4/08/96

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399FROM: GEIGER, KASDIN, HELLER & KUPERSSTEIN,
1420 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 311-

FAX: (904) 922-4000

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

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: INCOME PARTNERS, LTD.
FAX AUDIT NUMBER: H96000004970

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/08/1996

TIME REQUESTED: 14:23:00

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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Acknowledgement	96
W. P. Verify	96

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TALLAHASSEE, FLORIDA

96 APR -9 PM 3:32

FILED

FA# H96-4971

CERTIFICATE OF LIMITED PARTNERSHIP
OF
INCOME PARTNERS III, LTD.

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

P96000030033 BARON CAPITAL XXX, 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:

Janett Laguer
Crisel Ogden

BARON CAPITAL XXX, INC.,
a Florida corporation

By: *Gregory McGrath*
Gregory 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

Michael Schmerge
Michael Schmerge
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA# H96-4971

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
INCOME PARTNERS III, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR -9 PM 3:32

FILED

STATE OF FLORIDA :
COUNTY OF DADE : 001

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

By: 
Gregory K. McGrath, President

FA#: H96-4971

SETTER\COMP\HARD\PARTNERS.AFF