

FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 30 AM 8:45

1. Name of Limited Partnership	1a. DOCUMENT # <b>A96000000857</b>
BARON MORTGAGE DEVELOPMENT FUND XI, LTD.	



Mailing Address 7826 COOPER ROAD CINCINNATI OH 45242	Principal Office Address 7826 COOPER ROAD CINCINNATI OH 45242	3. Date Formed or Registered <b>05/06/1996</b>	5a. Capital Contributions as Shown on record. <b>\$99.00</b>
		3a. Date of Last Report <b>12/30/1997</b>	5b. Amount of Capital Contributions in FLORIDA to date:
		4. State or Country of Formation <b>FL</b>	
2. Mailing Address	2a. Principal Office Address	6. FEI Number <input type="checkbox"/> Applied For <b>59-2234617</b> <input type="checkbox"/> Not Applicable	
Suite, Apt. #, etc.	Suite, Apt. #, etc.	7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
City & State	City & State	8. Make check payable to: Dept. of State (See reverse side for fee information)	
Zip	Country		

9. Name and Address of Current Registered Agent <b>SCHMERGE, MICHAEL</b> 28050 U.S. HIGHWAY, 19 NORTH SUITE 301 CLEARWATER FL 34621	10. If changed, new Registered Agent/Office Name <b>McGrath, Gregory</b> Street Address (P.O. Box Number Is Not Acceptable) <b>4561 GULF OF MEXICO DRIVE</b> Suite, Apt. #, etc. # <b>101</b> City <b>Longboat KEY</b> FL Zip Code <b>34228</b>
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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 620.112, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) *[Signature]* DATE **12-28-98**

**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. Registration/Document Number
BARON CAPITAL XXXIII, INC.	7795 COOPER ROAD <i>7826 Cooper Road</i>	CINCINNATI OH 45242	P96000034930  <b>300002748903--5</b> -01/21/99--01008--001 ***1800.00 ***150.00

**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 required by chapter 620, Florida Statutes.

SIGNATURE *[Signature]* DATE **12/22/98**

Typed or Printed Name of General Partner Signing Form **GREGORY K. McGRATH** Daytime Telephone Number **513-994-5001**

CR2E003 (8/98)