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GEIGER KASDIN -

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FLORIDA DIVISION OF CORPORATIONS
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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A. ACCT#: 076030000723
CONTACT: BEVERLY O RIEDY PHONE: (305)372-5000 FAX #: (305)372-0052

NAME: BARON MORTGAGE DEVELOPMENT FUND VIII, LTD.
AUDIT NUMBER.....M96000013812
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 2
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 OCT -2 PM 12:41

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FA# H96-13812

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARON MORTGAGE DEVELOPMENT FUND VIII, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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1. The name of the Limited Partnership is: BARON MORTGAGE DEVELOPMENT FUND VIII, 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 301
Clearwater, Florida 34621

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

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

P960000 80563

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

c/o Gregory K. McGrath
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 30th day of SEPTEMBER, 1996.

BARON CAPITAL XXXVIII, INC.
a Florida corporation

By Gregory K. McGrath
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
Florida Bar Number: 879185

Michael Schmerge
Michael Schmerge
Registered Agent

SENT BY:

10- 2-86 11:57AM :

GEIGER KASDIN -

10 8/ 8

FA# H96-13812

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
BARON MORTGAGE DEVELOPMENT FUND VIII, LTD.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT -2 PM 1:53

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STATE OF FLORIDA :
: SS:
COUNTY OF PINELLAS :

BEFORE ME personally appeared Gregory K. McGrath, as President of Baron Capital XXXVIII, Inc., a Florida corporation, the General Partner of BARON MORTGAGE DEVELOPMENT FUND VIII, 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 XXXVIII, Inc., a Florida corporation, the sole General Partner of BARON MORTGAGE DEVELOPMENT FUND VIII, 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 XXXVIII INC., a
Florida corporation**

General Partner

By: 
Gregory K. McGrath, President