

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 11:13

1. Name of Limited Partnership

1a. DOCUMENT #
A96000001825

BARON MORTGAGE DEVELOPMENT FUND VII, LTD.



Mailing Address

Principal Office Address

7826 COOPER RD
CINCINNATI OH 45242

7826 COOPER RD
CINCINNATI OH 45242

3. Date Formed or Registered

10/02/1996

5a. Capital Contributions as Shown on record.

\$99.00

3a. Date of Last Report

12/31/1997

5b. Amount of Capital Contributions in FLORIDA to date:

4. State or Country of Formation

FL

2. Mailing Address

2a. Principal Office Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

6. FEI Number

58-2275453

Applied For
 Not Applicable

7. Certificate of Status Desired



\$8.75 Additional Fee Required

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

SCHMERGE, MICHAEL
28050 U.S. HIGHWAY 19 NORTH
SUITE 301
CLEARWATER FL 34621

10. If changed, new Registered Agent/Office

Name **McGrath, Gregory**
Street Address (P.O. Box Number is Not Acceptable) **4561 Gulf of Mexico DR.**
Suite, Apt. #, etc. **#101**
City **Longboat Key** Zip Code **FL 34228**

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 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

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 XXXVII, INC.

7795 COOPER ROAD

CINCINNATI OH 45242

P96000080557

700002748927--0
-01/21/99--01008--002
1950.00 *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 609, Florida Statutes.

SIGNATURE

DATE **12/22/98**

Typed or Printed Name of General Partner Signing Form

GREGORY K. McGRATH

Daytime Telephone Number

513-984-5001

CR2E003 (8/98)