

January 5, 1998

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/13/98--01074--010  
\*\*\*\*481.25 \*\*\*\*\*96.25

- Re: Filing of Limited Partnerships:  
 1 - Baron Mezzanine Fund XXXVI, L.P.  
 2 - Baron Mezzanine Fund XXXVII, L.P.  
 3 - Baron Mezzanine Fund XXXVIII, L.P.  
 4 - Baron Mezzanine Fund XXXIX, L.P.  
 5 - Baron Mezzanine Fund XL, L.P.

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 99 JAN -7 PM 2:08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original and one copy of a Certificate of Limited Partnership and Affidavit of Capital Contributions for each of the above-named limited partnerships for filing.

Also enclosed is a check in the amount of \$481.25, representing \$96.25 per limited partnership to cover the cost of the filing fee (\$52.50), designation of a registered agent (\$35.00), and certificate (\$8.75).

Please return the file-stamped copies and certificates to my attention in the enclosed Federal Express return envelope. If there are any questions regarding the above limited partnerships, please feel free to contact me at (800) 558-8055, ext. 1107. Thank you for your prompt attention and assistance with these filings.

Sincerely,

*Catherine Boggs*

Catherine Boggs  
Assistant to General Counsel

Name	
Availability	
Document Examiner	DCU
Updater	DCU
Enclosures Verifier	DCU
Acknowledgement	DCU
W. P. Verifier	DCU

A99000000116

FF \$87.50  
O/S 8.75

W99 - 1213

TC 29.00

January 15, 1998

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attention: Ms. Diane Cushing

**Re: Filing of Limited Partnerships:**  
**1 – Baron Mezzanine Fund XXXVI, Ltd.**  
**2 – Baron Mezzanine Fund XXXVII, Ltd.**  
**3 – Baron Mezzanine Fund XXXVIII, Ltd.**  
**4 – Baron Mezzanine Fund XXXIX, Ltd.**  
**5 – Baron Mezzanine Fund XL, Ltd.**

Dear Ms. Cushing:

Thank you for your telephone call today regarding the correct suffix for Florida limited partnerships. Enclosed please find a substitute original and one copy of a Certificate of Limited Partnership and Affidavit of Capital Contributions for each of the above-named limited partnerships for filing as corrected with an "Ltd." suffix. As we discussed on the telephone, we would appreciate a filing date of January 7, 1999.

Please return the file-stamped copies and certificates to my attention in the self-addressed Federal Express return envelope previously provided. If there are any further questions regarding the above limited partnerships, please feel free to contact me at (800) 558-8055, ext. 1107.

Thank you again for your prompt attention and assistance with these filings.

Sincerely,

Catherine Boggs  
Assistant to General Counsel

Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BARON MEZZANINE FUND XXXVII, LTD.**

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1. The name of the Limited Partnership is: BARON MEZZANINE FUND XXXVII, LTD. (hereinafter, the "Limited Partnership").

2. The principal address and mailing address of the Limited Partnership is:

C/o Gregory K. McGrath  
7826 Cooper Road  
Cincinnati, Ohio 45242

3. The name and Florida street address of the registered agent for service of process required to be maintained by F.S. §620.105 is:

GREGORY K. McGRATH  
4561 Gulf of Mexico Drive, #101  
Longboat Key, Florida 34228

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

BARON CAPITAL LXXXVIII, INC.  
7826 Cooper Road  
Cincinnati, Ohio 45242

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2027.

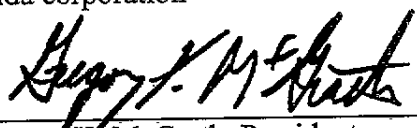
6. There are no other matters to include herein.

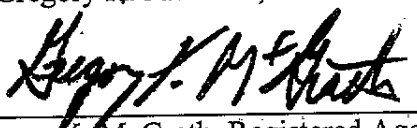
DATED this 5th day of January, 1999.

**GENERAL PARTNER**

BARON CAPITAL LXXXVIII, INC.,  
A Florida corporation

By: \_\_\_\_\_

  
Gregory K. McGrath, President

  
\_\_\_\_\_  
Gregory K. McGrath, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR  
BARON MEZZANINE FUND XXXVII, LTD.**

Gregory K. McGrath, as President of Baron Capital LXXXVIII, Inc., a Florida corporation, the General Partner of Baron Mezzanine Fund XXXVII, Ltd., certifies that:

1. He has personal knowledge of the matters contained herein.
2. He is the President of Baron Capital LXXXVIII, Inc., a Florida corporation, the sole General Partner of Baron Mezzanine Fund XXXVII, 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.

Signed this 5<sup>th</sup> day of January, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

**GENERAL PARTNER**

BARON CAPITAL LXXXVIII, INC.,  
A Florida corporation

By: \_\_\_\_\_

  
Gregory K. McGrath, President

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TALLAHASSEE FLORIDA