

7826 Cooper Road Cincinnati, Ohio 45242 (513) 984-5001 (800) 558-8055 FAX (513) 984-4550

January 5, 1998

Via Federal Express

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

800002740308

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.

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 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.

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Sincerely,

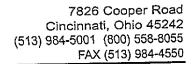
Catherine Boggs

Assistant to General Counsel

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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 XL, LTD.

- 1. The name of the Limited Partnership is: BARON MEZZANINE FUND XL, 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 XCI, INC.
7826 Cooper Road
Cincinnati, Ohio 45242

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- 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 XCI, INC.,

A Florida corporation

Ву:

Gregory K. McGrath, President

Gregory K. McGrath, Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR BARON MEZZANINE FUND XL, LTD.

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

- 1. He has personal knowledge of the matters contained herein.
- 2. He is the President of Baron Capital XCI, Inc., a Florida corporation, the sole General Partner of Baron Mezzanine Fund XL, 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 5th 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 XCI, INC., A Florida corporation

Bv:

Gregory K. McGrath, President