

THE  
**BARON**<sup>®</sup>  
ORGANIZATION

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

A990000000165

January 19, 1998

Via Federal Express

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

200002748562--0  
-01/20/99--01105--007  
\*\*\*\*192.50 \*\*\*\*\*36.25

Re: Filing of Limited Partnerships:  
1 - Brentwood at Bradenton, Ltd.  
2 - Brentwood at Colonial, Ltd.

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 \$192.50, 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

FILED  
99 JAN 20 PM 12:28  
SECRET  
TALLAHASSEE, FLORIDA

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TC  
\$99.00

Name	1/27/99
Availability	due
Document Examiner	Enclosures DCC
Updater	DCC
Porter	
Verifier	C
Acknowledgement	LSC
W. P. Verifier	DCC

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BRENTWOOD AT BRADENTON, LTD.**

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1. The name of the Limited Partnership is: BRENTWOOD AT BRADENTON, 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 XIII, 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 19th day of January, 1999.

**GENERAL PARTNER**

BARON CAPITAL XIII, INC.,  
A Florida corporation

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

Gregory K. McGrath, President

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

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99 JAN 20 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR  
BRENTWOOD AT BRADENTON, LTD.**

Gregory K. McGrath, as President of Baron Capital XIII, Inc., a Florida corporation, the General Partner of Brentwood at Bradenton, Ltd., certifies that:

1. He has personal knowledge of the matters contained herein.
2. He is the President of Baron Capital XIII, Inc., a Florida corporation, the sole General Partner of Brentwood at Bradenton, 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 19<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 XIII, INC.,  
A Florida corporation

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

Gregory K. McGrath, President

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TALLAHASSEE, FLORIDA  
CLERK OF DISTRICT COURT