

THE **BARON**[®]
ORGANIZATION

A 990000000684

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

April 14, 1999

Via Federal Express

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

000002850360--5
-04/26/99--01006--001
*****96.25 *****96.25

**Re: Filing of Certificate of Limited Partnership for
Rapid Transmit Technology Development Fund XLI, Ltd.**

Gentlemen:

Enclosed please find the original and two copies of a Certificate of Limited Partnership and Affidavit of Capital Contributions for Rapid Transmit Technology Development Fund XLI, Ltd. for filing.

Also enclosed is a check in the amount of \$96.25 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 certificate to my attention in the enclosed self-addressed return envelope. If there are any questions regarding the above limited partnership, please feel free to contact me at (800) 558-8055, ext. 1107. Thank you for your prompt attention and assistance with this filing.

Sincerely,

Catherine Boggs

Catherine Boggs
Assistant to General Counsel

Name Availability	
Document Examiner	Enclosures DCC
Updater	DCC
Notary	
Notary Acknowledgement	DCC
W. P. Verifier	DCC

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TAX FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
H. BANK _____
UNPAID DUE _____
RECEIVED _____

Same as L990000002062

12
\$99.00

FILED
 APR 15 PM 4:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAPID TRANSMIT TECHNOLOGY DEVELOPMENT FUND XLI, LTD.**

1. The name of the Limited Partnership is: RAPID TRANSMIT TECHNOLOGY DEVELOPMENT FUND XLI, 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:

RAPID TRANSMIT XLI, INC.
7826 Cooper Road
Cincinnati, Ohio 45242

P99000034906

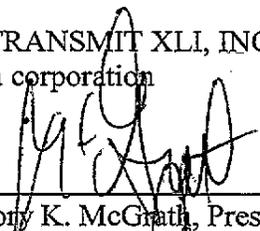
5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2027.

6. There are no other matters to include herein.

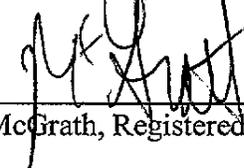
DATED this 14th day of April, 1999.

GENERAL PARTNER

RAPID TRANSMIT XLI, INC.,
A Florida corporation

By: 

Gregory K. McGrath, President



Gregory K. McGrath, Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
RAPID TRANSMIT TECHNOLOGY DEVELOPMENT FUND XLI, LTD.**

Gregory K. McGrath, as President of Rapid Transmit XLI, Inc., a Florida corporation, the General Partner of Rapid Transmit Technology Development Fund XLI, Ltd., certifies that:

1. He has personal knowledge of the matters contained herein.
2. He is the President of Rapid Transmit XLI, Inc., a Florida corporation, the sole General Partner of Rapid Transmit Technology Development Fund XLI, 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 14th day of April, 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

RAPID TRANSMIT XLI, INC.,
A Florida corporation

By: _____

Gregory K. McGrath, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR 15 PM 1:00
FILED