



3826 Cooper Road
Cincinnati, Ohio 45242
(513) 984-5001 (800) 558-8055
FAX (513) 984-5000

December 7, 1999

Via Federal Express

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

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-12/08/99--01054--006
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Re: Filing of Limited Partnership for Heathergreen Income Fund, Ltd.

Ladies and Gentlemen:

Enclosed please find the original and one copy of a Certificate of Limited Partnership and Affidavit of Capital Contributions for Heathergreen Income Fund, 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 copy and certificate to my attention in the enclosed Federal Express return envelope.

Please feel free to call me at (800) 558-8055, ext. 1107 if you have any questions or need further information. Thank you very much for your assistance with this filing.

Sincerely,

Catherine Boggs

Catherine Boggs
Assistant to General Counsel

FILED
99 DEC -8 AM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
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Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HEATHERGREEN INCOME FUND, LTD.**

1. The name of the Limited Partnership is: HEATHERGREEN INCOME FUND, 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 XXXV, 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 7th day of December, 1999.

GENERAL PARTNER

BARON CAPITAL XXXV, INC.,
A Florida corporation

By: _____

Gregory K. McGrath, President

Gregory K. McGrath, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

997-65458

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
HEATHERGREEN INCOME FUND, LTD.**

Gregory K. McGrath, as President of Baron Capital XXXV, Inc., a Florida corporation, the General Partner of Heathergreen Income Fund, Ltd., certifies that:

1. He has personal knowledge of the matters contained herein.
2. He is the President of Baron Capital XXXV, Inc., a Florida corporation, the sole General Partner of Heathergreen Income Fund, 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 7th day of December, 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PARTNER

BARON CAPITAL XXXV, INC.,
A Florida corporation

By: _____

Gregory K. McGrath, President