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GEIGER, KASDIN - Department of State;# 1/ 7

2/23/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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NAME: BARON CAPITAL LXXXI, INC.

AUDIT NUMBER.....H98000003579

DQC TYPE.....BASIC AMENDMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

See 2/23

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARON CAPITAL LXXXI, INC.

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Pursuant to Section 607.1007 of the Florida Business Corporation Act, Baron Capital LXXXI, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on October 10, 1997.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

ARTICLE I

The name of the Corporation is Baron Capital LXXXI, Inc.

ARTICLE II

The Corporation is to have a perpetual existence.

ARTICLE III

The nature of the business or purpose to be conducted or promoted by the Corporation is to acquire, manage, own and hold the general partner interest of Country Square Apartments, Ltd., a Florida limited partnership (the "Partnership") and to act as the general partner in the Partnership with all of the rights, powers, obligations and liabilities of general partner under the agreement of limited partnership (the "Partnership Agreement") and to take any and all actions and do any and all things necessary and appropriate to accomplish the same.

ARTICLE IV

The principal office and mailing address of the Corporation is 7826 Cooper Road, Cincinnati, Ohio 45242.

Robert S. Geiger, Esq.
Geiger, Kasdin, Heller, Kuperstein,
Chames & Weil, P.A.
1428 Brickell Ave., 6th Floor
Miami, Florida 33131
Phone: 305-372-5000 Fax: 305-372-0052
Florida Bar Number: 192208

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ARTICLE V

The total number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share.

ARTICLE VI

The name and mailing address of the registered agent of the Corporation are GK-RA Corp., 1428 Brickell Avenue, Miami, Florida 33131.

ARTICLE VII

The Corporation shall at all times observe the applicable legal requirements for the recognition of the Corporation as a legal entity separate from any partners of the Partnership ("Partners") and Affiliates (as defined below), including without limitation, as follows:

(a) At least one (1) of the directors of the Corporation (the "Independent Director") shall be a person who is not, and has not within the past 3 years been (i) an officer, director, employee or 10 percent shareholder of the Corporation, any Partner or any Affiliate, (ii) a member of the immediate family of any such person or of any Affiliate or (iii) a professional retained by the Corporation.

(b) The Corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate and shall conspicuously identify such office and numbers as its own. Additionally, the Corporation shall use its own separate address, telephone number and facsimile number, as appropriate.

(c) The Corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any entity. The Corporation shall prepare unaudited quarterly and annual financial statements, and the Corporation's financial statements shall substantially comply with generally accepted accounting principles.

(d) The Corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(e) The Corporation shall hold itself out to the public (including any Affiliate's creditors) under the Corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(f) All customary formalities regarding the corporate existence of the Corporation, including holding meetings or obtaining the consent of its board of directors, as appropriate, and its shareholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

(g) The Corporation shall act solely in its own corporate name and through its own duly

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authorized officers and agents. No Affiliate shall be appointed or act as agent of the Corporation.

(h) Investments shall be made in the name of the Corporation and through its own duly authorized officers and agents.

(i) Except as required by Prudential Mortgage Capital Company LLC or its successors or assigns (collectively, the "Lender"), the Corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Partner or any Affiliate, nor shall it make any loan, except as permitted in the Partnership Agreement.

(j) The Corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(k) Assets of the Corporation shall be separately identified, maintained and segregated. The Corporation's assets shall at all times be held by or on behalf of the Corporation and if held on behalf of the Corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the Corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(l) The Corporation shall not take any action if, as a result of such action, the Corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(m) The Corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(n) All data records (including computer records) used by the Corporation or any Affiliate in the collection and administration of any loan shall reflect the Corporation's ownership interest therein.

(o) None of the Corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the Corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the common stock or which is otherwise in control of the Corporation, (ii) of which more than 50 percent of the outstanding securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided

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that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them by Rule 405 under the Securities Act of 1933, as amended.

In the event of the death, incapacity, resignation or removal of an Independent Director, the board of directors shall promptly appoint a replacement Independent Director. In addition, no Independent Director may be removed unless his or her successor has been elected.

ARTICLE VIII

The Corporation shall not, without the affirmative vote of 100 percent of the board of directors, including the affirmative vote of the Independent Director, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

ARTICLE IX

Additionally, the Corporation shall not, without the affirmative vote of 100 percent of the board of directors, including the affirmative vote of the Independent Director, (a) liquidate or dissolve the Corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the Corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation.

ARTICLE X

Notwithstanding anything to the contrary, the Corporation may not amend these Articles of Incorporation, so long as any indebtedness remains outstanding to the Lender by the Corporation or the Partnership, unless the Lender consents to such amendment in writing. Such consent of the Lender is a prerequisite to such amendment becoming effective.

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2-23-98 ; 1:53PM ;

GEIGER KASDIN → Department of State:# 6/ 7

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These Restated Articles of Incorporation were adopted by the board of directors of the Corporation on February 20, 1998. The shareholders unanimously approved this amendment on February 20, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 20th day of February, 1998.

BARON CAPITAL LXXXI, INC.



Gregory K. McGrath, President

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SENT BY:

2-23-98 ; 1:53PM ;

GEIGER KASDIN → Department of State;# 7/ 7

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BARON CAPITAL LXXXI, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED GK-RA CORP., LOCATED AT 1428 BRICKELL AVENUE, 6th FLOOR, MIAMI, DADE COUNTY, FLORIDA, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



Gregory K. McGrath, President

February 20, 1998
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



GK-RA Corp., Registered Agent
By: Robert S. Geiger, President

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