

A96000000776

4/24/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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((H96000005776))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

010

((H96000005776))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NAME: BARON VULTURE FUND II, LTD.

FAX AUDIT NUMBER: H96000005776

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/24/1996

TIME REQUESTED: 13:31:08

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$140.00

ACCOUNT NUMBER: 076030000723

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Acknowledgment

W. P. Verity

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 PM 3:15

FA# H96-5776

 CERTIFICATE OF LIMITED PARTNERSHIP
 OF
 BARON VULTURE FUND II, LTD.

1. The name of the Limited Partnership is: BARON VULTURE FUND II, LTD.

2. The address of the office and the name and address of the agent for service of process required to be maintained by P.S. 6620.105 is:

 MICHAEL SCHMERGE
 28050 U.S. Highway, 19 North
 Suite 301
 Clearwater, Florida 34621

3. The name and business address of the General Partner is:

 BARON CAPITAL XXXI, INC. #460000 35011
 7795 Cooper Road
 Cincinnati, Ohio 45242

4. The principal address and the mailing address for the Limited Partnership is:

 7795 Cooper Road
 Cincinnati, Ohio 45242

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2025.

6. There are no other matters to include herein.

DATED this 24th day of APRIL, 1996.

 Signed, sealed and delivered
 in the presence of:

 Keith J. Blum, Esq.
 GEIGER, KASDIN, HELMER, KUPERSTEIN,
 CHAMES & WEIL, P.A.
 1428 Brickell Avenue, 6th Floor
 Miami, Florida 33131
 Telephone: (305) 372-5000
 Facsimile: (305) 372-0052
 Florida Bar Number: 879185

 BARON CAPITAL XXXI, INC.,
 a Florida corporation

 By: Gregory McGrath
 Gregory McGrath, President

Michael Schmerge
 Michael Schmerge
 Registered Agent

FA# H96-5776

RETURN TO: BARON VULTURE, INC.

FA# H96-5776

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
BARON VULTURE FUND II, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 24 1996
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DO:

COUNTY OF DADE

BEFORE ME personally appeared Gregory K. McGrath, as President of Baron Capital XXXI, Inc., a Florida corporation, the General Partner of Baron Vulture Fund II, Ltd., who, after being first duly cautioned and sworn, deposes and says:

1. I have personal knowledge of the matters contained herein.
2. I am the President of Baron Capital XXXI, Inc., a Florida corporation, the sole General Partner of Baron Vulture Fund II, 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.

FURTHER AFFIANT SAYETH NAUGHT.

BARON CAPITAL XXXI, INC.,
General Partner

By Gregory K. McGrath
Gregory K. McGrath, President

FA#: H96-5776

RTTHER\CORP\BARON VULTURE APP

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P.01

5/21/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

11:25 AM

((H96000007137)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
5TH FLOOR
MIAMI FL 33131-CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

((H96000007137)))

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: HIRON VULTURE FUND II, LTD.

FAX AUDIT NUMBER: H96000007137

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/21/1996

TIME REQUESTED: 11:25:49

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$105.00

ACCOUNT NUMBER: 076030000723

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H96-776

Name	CR 5-21
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Document Examiner	CR
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Updater Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

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96 MAY 21 PM 1:29

DIVISION OF CORPORATIONS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 1:49

PA# H96-7137

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
BARON VULTURE FUND II, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 21 PM 1:49

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certifies as follows:

1. **Name.** The name of the Partnership is BARON VULTURE FUND II, LTD.
2. **Filing of Certificate.** The Certificate was filed on APRIL 24, 1996 with the Florida Department of State.
3. The Document Number for the Limited Partnership is A96000000776.
4. **Amendment.** The Certificate is hereby amended as follows:

The name of the Limited Partnership shall be changed to:

BARON STRATEGIC INVESTMENT FUND II, LTD.

IN WITNESS our hands and seals this 21st day of MAY, 1996.

GENERAL PARTNER:

BARON CAPITAL XXXI, INC., a Florida corporation

By Gregory K. McGrath
Gregory K. McGrath, President

Kelth J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

PA# H96-7137

BARON VULTURE FUND II, LTD.