

FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
98 DEC 30 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership	1a. DOCUMENT # A96000000776
BARON STRATEGIC INVESTMENT FUND II, LTD.	

Mailing Address 7826 COOPER ROAD CINCINNATI OH 45242	Principal Office Address 7826 COOPER ROAD CINCINNATI OH 45242
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 04/24/1996	5a. Capital Contributions as Shown on record. \$99.00
3a. Date of Last Report 12/30/1997	
4. State or Country of Formation FL	5b. Amount of Capital Contributions in FLORIDA to date:
6. FEI Number 58-2237386	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
7. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
8. Make check payable to: Dept. of State (See reverse side for fee information) \$191.25	

9. Name and Address of Current Registered Agent

SCHMERGE, MICHAEL
28056 U.S. HIGHWAY, 19 NORTH
SUITE 301
CLEARWATER FL 34621

10. If changed, new Registered Agent/Office

Name
McGrath, Gregory

Street
4561 Gulf of Mexico Drive

Suite #
101

City
Longboat Key, FL 34228

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) *Gregory K McGrath* DATE **12/22/98**

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
BARON CAPITAL XXI, INC.	7795 COOPER ROAD 7826 Cooper Road	CINCINNATI OH 45242	P96000035011

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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Gregory K McGrath* DATE **12/22/98**

Typed or Printed Name of General Partner Signing Form **Gregory K McGrath, Pres.** Daytime Telephone Number **513 984 5001**

CR2E003 (8/98)