

A9600000777

4/24/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

1:32 PM

((H96000005778)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

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

FAX: (904) 922-4000

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

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: BARON VULTURE FUND III, LTD.

FAX AUDIT NUMBER: H96000005778

DATE REQUESTED: 04/24/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 2

ESTIMATED CHARGE: \$140.00

CURRENT STATUS: REQUESTED

TIME REQUESTED: 13:32:51

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 076030000723

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| Availability |         |
| Document     | OK      |
| Examiner     | OK      |
| W. P. Verity | OK      |

56 APR 24 PM 3:45  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 APR 24 PM 3:47

PA# H96-5778

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

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

2. The address of the office and the name and address of the agent for service of process required to be maintained by F.S. #620.105 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 XXXII, INC. P96000034956  
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:

*[Signature]*  
*[Signature]*

BARON CAPITAL XXXII, INC.,  
a Florida corporation

By: *[Signature]*  
Gregory McGrath, President

Keith 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

*[Signature]*  
Michael Schmerge  
Registered Agent

PA# H96-5778

FA# H96-5778

AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF  
BARON VULTURE FUND III, LTD.

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 APR 24 PM 3:47

STATE OF FLORIDA

COUNTY OF DADE

ss:

BEFORE ME personally appeared Gregory K. McGrath, as President of Baron Capital XXXII, Inc., a Florida corporation, the General Partner of Baron Vulture Fund III, 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 XXXII, Inc., a Florida corporation, the sole General Partner of Baron Vulture Fund III, 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 XXXII, INC.,  
General Partner

By: Gregory K. McGrath  
Gregory K. McGrath, President

FA#: H96-5778

BARON\CORP\BARON VULTURE3.AFF

# A96000000777

P.01

5/16/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

4:56 PM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: GRIGER, KASDIN, HELLEN & KUPFERSTEIN,  
1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131- 02-

FAX: (904) 922-4000

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

((H96000006964)))

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: BARON VULTURE FUND III, LTD.  
FAX AUDIT NUMBER: H96000006964

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/16/1996

TIME REQUESTED: 16:56:35

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$1.05.00

ACCOUNT NUMBER: 076030000723

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A96-777

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|-------------------|--------|
| Name              | AL5-17 |
| Availability      | AL     |
| Document Examiner | AL     |
| Updater           | AL     |
| Updater Verifier  | AL     |
| Acknowledgement   | AL     |
| W. P. Verifier    | AL     |

96 MAY 17 AM 8:26

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95 MAY 17 21 9:23  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS

FA# H96-6964

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

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 III, 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 A96000000777.
4. **Amendment.** The Certificate is hereby amended as follows:

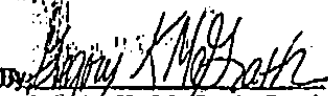
The name of the Limited Partnership shall be changed to:

**BARON STRATEGIC INVESTMENT FUND, LTD.**

IN WITNESS our hands and seals this 16th day of MAY, 1996.

**GENERAL PARTNER:**

BARON CAPITAL XXXII, INC. a Florida corporation

By   
 Gregory K. McGrath, President

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

FA# H96-6964

BARON VULTURE FUND III, LTD.