

**2005 LIMITED PARTNERSHIP ANNUAL REPORT
Due By May 1, 2005**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 MAY 11 AM 11:00

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| DOCUMENT # A96000000777 | |  |
| 1. Entity Name BARON STRATEGIC INVESTMENT FUND, LTD. | | |
| Principal Place of Business 3570 US HWY 98 N LAKELAND, FL 33809 | | Mailing Address 3570 US HWY 98 N LAKELAND, FL 33809 |
| 2. Principal Place of Business 109 West Commercial Street | | 3. Mailing Address 109 West Commercial St. |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. |
| City & State Sanford, Florida | | City & State Sanford, Florida |
| Zip 32771 | Country USA | 4. FEI Number 58-2234675 |
| Zip 32771 | Country USA | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required |
| 6. Name and Address of Current Registered Agent BARCAP REALTY SERVICES GROUP, INC. 3570 US HWY 98 N LAKELAND, FL 33809 | | 7. Name and Address of New Registered Agent Name Barcap Realty Services Group, Inc. Street Address (P.O. Box Number is Not Acceptable) 109 West Commercial Street City Sanford FL Zip Code 32771 |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. | | |
| SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable.</small> | | DATE _____ |
| 9. Capital Contributions as Shown on record. \$99.00 | 10. Amount of Capital Contributions in FLORIDA to date. | |
| A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner. | | |
| 12. GENERAL PARTNER INFORMATION | | 13. ADDRESS CHANGES ONLY |
| DOCUMENT # NAME STREET ADDRESS CITY-ST-ZIP | P96000034956 BARON CAPITAL XXXII, INC. 3570 US HWY 98 N LAKELAND, FL 33809 | STREET ADDRESS 109 West Commercial Street CITY-ST-ZIP Sanford, Florida 32771 |
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| 14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes | | |
| SIGNATURE: <u><i>[Signature]</i></u> | | Date APR 29 2005 |
| <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER</small> | | <small>Date</small> 407-688-7362 <small>Daytime Phone #</small> |

STAPLE CHECK HERE



[Handwritten initials]

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