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9-30-96 : 5:34PM :

GEIGER KASDIN -

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9/30/96

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIBDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: BARON STRATEGIC INVESTMENT FUND V, LTD.

AUDIT NUMBER.....H96000013714

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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FILED
96 OCT - 1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

9-30-96 : 5:34PM :

GEIGER KASDIN -

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FA# H96- 13714

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARON STRATEGIC INVESTMENT FUND V, LTD.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 OCT -1 AM 9:00

FILED

1. The name of the Limited Partnership is: BARON STRATEGIC INVESTMENT FUND V, 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 XL, INC. #96000080579
7795 Cooper Road
Cincinnati, Ohio 45242

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

c/o Gregory K. McGrath
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 30th day of SEPTEMBER, 1996.

BARON CAPITAL XL, INC.
a Florida corporation

By Gregory K. McGrath
Gregory K. McGrath, President

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

Michael Schmerge
Michael Schmerge
Registered Agent

FA# H96- 13714

SENT BY:

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GEIGER KASDIN -

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FA# H96- 13714

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
BARON STRATEGIC INVESTMENT FUND V, LTD.**

FILED
96 OCT -1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: SS:
COUNTY OF PINELLAS :

BEFORE ME personally appeared Gregory K. McGrath, as President of Baron Capital XL, Inc., a Florida corporation, the General Partner of BARON STRATEGIC INVESTMENT FUND V, 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 XL, Inc., a Florida corporation, the sole General Partner of Baron Strategic Investment Fund V, 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 XL INC., a
Florida corporation**

General Partner


By Gregory K. McGrath, President

FA# H96- 13714

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