

**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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 8:37

1. Name of Limited Partnership BARON STRATEGIC INVESTMENT FUND V, LTD.	1a. DOCUMENT # A96000001810
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Mailing Address C/O GREGORY K. MCGRATH 7826 COOPER ROAD CINCINNATI OH 45242	Principal Office Address C/O GREGORY K. MCGRATH 7826 COOPER ROAD CINCINNATI OH 45242	3. Date Formed or Registered 10/01/1996	5a. Capital Contributions as Shown on record. \$99.00
		3a. Date of Last Report 12/30/1997	5b. Amount of Capital Contributions in FLORIDA to date:
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	4. State or Country of Formation FL	6. FEI Number 58-2275820 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
		7. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
8. Make check payable to: Dept. of State (See reverse side for fee information)			

9. Name and Address of Current Registered Agent SCHMERGE, MICHAEL 28050 U.S. HIGHWAY 19 NORTH, SUITE 301 CLEARWATER FL 34621	10. If changed, new Registered Agent/Office Name <u>McGrath Gregory</u> Street Address (P.O. Box Number is Not Acceptable) <u>4561 Gulf of Mexico DRIVE</u> Suite, Apt. #, etc. <u>#101</u> City <u>Longboat Key</u> <u>FL</u> Zip Code <u>34228</u>
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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) _____

DATE 12-28-96

**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) BARON CAPITAL XL, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 7795 COOPER ROAD <u>7826 Cooper Road</u>	11b. City, State & Zip Code CINCINNATI OH 45242	11c. Registration/Document Number P96000080579 200002748892--1 -01/21/99--01008--001 ***1800.00 ***150.00
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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 _____

DATE 12/22/98

Typed or Printed Name of General Partner Signing Form GREGORY K. MCGRATH

Daytime Telephone Number 513-984-5001

CR2E003 (8/98)