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8-30-86 1 5:31PM :

GEIGER KASDIN -

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FLORIDA DIVISION OF CORPORATIONS
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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A. ACCT#: 076030000723
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000 FAX #: (305)372-0052

NAME: BARON STRATEGIC INVESTMENT FUND III, LTD.
AUDIT NUMBER.....H96000013710
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 2
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96 OCT - 1 AM 8:09

DIVISION OF CORPORATIONS

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

SENT BY:

9-30-96 : 5:36PM :

GEIGER KASDIN -

3/ 3

FA# H96- 13710

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARON STRATEGIC INVESTMENT FUND III, LTD.

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

1. The name of the Limited Partnership is: BARON STRATEGIC INVESTMENT 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 XVII, INC. P96 000080539
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 XVII, INC.
a Florida corporation

By: Gregory K. McGrath
Gregory K. 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
Florida Bar Number: 879185

Michael Schmerge
Michael Schmerge
Registered Agent

FA# H96- 13710

FA# H96- 13710

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

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

FILED

STATE OF FLORIDA :
 : SS:
COUNTY OF PINELLAS :

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

General Partner

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