


**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1996 1997		 FLORIDA DEPARTMENT OF STATE Sandra Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership Baron Strategic Investment Fund III, Ltd.		1a. DOCUMENT # A96000001812	
Mailing Address c/o Gregory K. McGrath 7795 Cooper Road Cincinnati, Ohio 45242		Principal Office Address c/o Gregory K. McGrath 7795 Cooper Road Cincinnati, Ohio 45242	
3. Date Formed or Registered to Do Business in FLORIDA 10/01/1996		4. State or Country of Formation Florida	
5a. Capital Contributions as Shown on Record \$99.00		5b. Amount of Capital Contributions in FLORIDA to date. \$99.00	
6. FEI Number		7. CERTIFICATE OF STATUS REQUIRED <input checked="" type="checkbox"/>	
Applied For		<input checked="" type="checkbox"/> Not Applicable	
\$875 Additional Fee required for a Certificate of Status			
8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50 2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.) THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75) Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee. MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.			
9. Name and Address of Current Registered Agent Michael Schmerge 28050 U.S. Highway, 19 North Suite 301 Clearwater, FL 34621		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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 _____			
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 XVII, Inc.		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 7795 Cooper Road	
		11b. City, State & Zip Code Cincinnati, OH 45242	
		11c. Registration/Document Number P96000080539	
800002052928--7 -01/09/97--01075--020 ****200.00 ****200.00			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 30 AM 8:40

2017 DO NOT WRITE IN THIS SPACE

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 *Gregory K. McGrath*

DATE *12-19-96*