

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 31 AM 8:49



1. Name of Limited Partnership

1a. DOCUMENT #
A96000001812

BARON STRATEGIC INVESTMENT FUND III, LTD.

Mailing Address

C/O GREGORY K. MCGRATH
7795 COOPER ROAD
CINCINNATI OH 45242

Principal Office Address

C/O GREGORY K. MCGRATH
7795 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

12/30/1996

5b. Amount of Capital Contributions in FLORIDA to date:

2. Mailing Address

7826 Cooper Rd

2a. Principal Office Address

7826 Cooper Rd

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

Cincinnati OH

City & State

Cincinnati OH

Zip

45242 Country

Zip

45242 Country

4. State or Country of Formation

FL

6. FEI Number 58-2263472

NOT APPLICABLE

Applied For
 Not Applicable

7. Certificate of Status Desired

\$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

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

500002403705--8
-01/16/98--01111--012
***165.00 ***165.00

52.50 103.75 8.75 dec

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

12/16/97

Typed or Printed Name of General Partner Signing Form

Gregory K. McGrath

Daytime Telephone Number

(513) 984-5001

CR2E003 (6/97)