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10-2-96 1:00PM GEIGER, KASDIN -

10/11/25

10/27/96

FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET

((H96000014915 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

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

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: BARON STRATEGIC INVESTMENT FUND VII, LTD.

AUDIT NUMBER.....H96000014915

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$140.00

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Acknowledgment	OK
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95 OCT 30 AM 9:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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55 OCT 30 AM 9:37

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PA# H96-14915

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

1. The name of the Limited Partnership is: **BARON STRATEGIC INVESTMENT FUND VII, 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. 5620.105 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 XXXII, INC. #96000034956
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 ____ day of OCTOBER, 1996.

**BARON CAPITAL XXXII, INC.
a Florida corporation**

By:


Gregory K. McGrath, President

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


**Michael Schmerge
Registered Agent**

PA# H96-14915

1

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FAN H96-14915

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

STATE OF FLORIDA :
COUNTY OF PINELLAS : ss:

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

General Partner

By 
Gregory K. McGrath, President

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TALLAHASSEE, FLORIDA

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((H96000016120 3)))

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FAX #: (904)922-4000

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CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: BARON STRATEGIC INVESTMENT FUND VII, LTD.

AUDIT NUMBER.....H96000016120

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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NOV-18-1996 16:01

P.02



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

November 18, 1996

BARON STRATEGIC VULTURE FUND I, LTD.
7798 COOPER ROAD
CINCINNATI, OH 45242

SUBJECT: ~~BARON STRATEGIC VULTURE FUND I, LTD.~~
REF: ~~896A00052395~~

196 2020

2020

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: 896000016120
Letter Number: 896A00052395

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96 NOV 18 PM 3:29

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
BARON STRATEGIC INVESTMENT FUND VII, LTD.
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certifies as follows:

1. Name. The name of the Partnership is BARON STRATEGIC INVESTMENT FUND VII, LTD.
2. Filing of Certificate. The Certificate was filed on October 30, 1996 with the Florida Department of State.
3. The Document Number for the Limited Partnership is A96000002020.
4. Amendment. The Certificate is hereby amended as follows:

The name of the General Partner is Baron Capital XXXII, Inc.

The name of the General Partner shall be changed to:

BARON CAPITAL XLI, INC.
7795 Cooper Road
Cincinnati, Ohio 45242

896000093614

IN WITNESS our hands and seals this ____ day of November, 1996.

GENERAL PARTNER:

**BARON CAPITAL XLI, INC., a Florida
corporation**

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

Keith J. Blum, Esq.
GROSSER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-0000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

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