

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

FILED

98 DEC 30 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership		1a. DOCUMENT # A96000002020	
BARON STRATEGIC INVESTMENT FUND VII, LTD.			
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	
2. Mailing Address		2a. Principal Office Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	

3. Date Formed or Registered 10/30/1996	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:
4. State or Country of Formation FL	
6. FEI Number 58-2283386	<input type="checkbox"/> Applied For <input 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: McGrath, Gregory Street Address (P.O. Box Number Is Not Acceptable): 4561 Gulf of Mexico DRIVE Suite, Apt. #, etc.: #101 City: Longboat Key FL Zip Code: 34708	
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 12-28-98	

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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
BARON CAPITAL XLI, INC.	7795 COOPER ROAD 7826 Cooper Road	CINCINNATI OH 45242	P96000093614
8000002747048--5 -01/20/98--01015--003 ****150.00 ****150.00			

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 (9/98)