2004 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# A96000002020

Entity Name: BARON STRATEGIC INVESTMENT FUND VII, LTD.

FILED Jul 22, 2004 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

GROVE AT LAKELAND SQUARE 5312 SPRING HILL DRIVE 3570 US HWY 98 N SPRING HILL, FL 34606

LAKELAND, FL 33809

Current Mailing Address: New Mailing Address:

GROVE AT LAKELAND SQUARE 5312 SPRING HILL DRIVE 3570 US HWY 98 N SPRING HILL, FL 34606 LAKELAND, FL 33809

FEI Number: 58-2283886 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired (X)

In accordance with s. 607.193(2)(b), F.S., the limited partnership did not receive the prior notice.

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

BARCAP REALTY SERVICES GROUP, INC.
GROVE AT LAKELAND SQUARE
3570 US HWY 98 N
LAKELAND, FL 33809 US
SIGMA RENAISSANCE
5312 SPRING HILL DRIVE
SPRING HILL, FL 34606 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: JEROME S. RYDELL 07/22/2004

Electronic Signature of Registered Agent Date

Capital Contributions as Shown on record: 99.00 Amount of Capital Contributions in Florida to date: 99.00

GENERAL PARTNER INFORMATION: ADDRESS CHANGES ONLY:

Document #:

Name: BARON CAPITAL XLI, INC. Address: 7826 COOPER ROAD

 Address:
 7826 COOPER ROAD
 Address:
 5312 SPRING HILL DRIVE

 City-St-Zip:
 CINCINNATI, OH 45242
 City-St-Zip:
 SPING HILL, FL 34606

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE: JEROME S. RYDELL GP 07/22/2004