

2000 UNIFORM BUSINESS REPORT (UBR)

11-0111

DOCUMENT # A99000000117
 1. Entity Name
BARON MEZZANINE FUND XXXVIII, LTD.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 APR 28 AM 3:05

Principal Place of Business Mailing Address
 C/O GREGORY K. MCGRATH C/O GREGORY K. MCGRATH
 7826 COOPER ROAD 7826 COOPER ROAD
 CINCINNATI OH 45242 CINCINNATI OH 45242-7619



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business Suite, Apt. #, etc.
 3. Mailing Address Suite, Apt. #, etc.

City & State City & State
 Zip Country Zip Country

4. FEI Number **31-1649252** Applied For
 Not Applicable
 5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Name and Address of Current Registered Agent
MCGRATH, GREGORY K
4561 GULF OF MEXICO DRIVE, #101
LONGBOAT KEY FL 34228

7. Name and Address of New Registered Agent
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 City **FL** Zip Code

8. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____
Signature, typed or printed name of registered agent and title if applicable.

9. Capital Contributions as Shown on record. **\$99.00**
 10. Amount of Capital Contributions in FLORIDA to date.
 11. MAKE CHECK PAYABLE TO DEPT. OF STATE SEE REVERSE SIDE FOR FEE INFORMATION

A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.
NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.

12. GENERAL PARTNER INFORMATION

DOCUMENT #	P99000001494
NAME	BARON CAPITAL LXXXIX, INC.
STREET ADDRESS	7826 COOPER ROAD
CITY - ST - ZIP	CINCINNATI OH 45242
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
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13. ADDRESS CHANGES ONLY

STREET ADDRESS	
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14. I hereby certify that the information supplied with this filing does not qualify 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 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: **SIGNATURE REQUIRED GREGORY K. MCGRATH** 5/25/00 513-984-5000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER Date Daytime Phone #

CR2E003 (9/99)