

2001 UNIFORM BUSINESS REPORT (UBR)

0016458 AF

DOCUMENT # A99000000117

1. Entity Name
BARON MEZZANINE FUND XXXVIII, LTD.

FILED
01 APR 27 PM 3: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business C/O GREGORY K. MCGRATH 7826 COOPER ROAD CINCINNATI OH 45242	Mailing Address C/O GREGORY K. MCGRATH 7826 COOPER ROAD CINCINNATI OH 45242
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		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 <input checked="" type="checkbox"/>	\$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
State 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 _____ (NOT : Registered Agent signature required when reinstating) DATE _____

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.
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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	
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDRESS CHANGES ONLY

STREET ADDRESS	
CITY-ST-ZIP	
STREET ADDRESS	100004217061-2
CITY-ST-ZIP	-05/15/01--01066--008
	****150.00 ****150.00
STREET ADDRESS	
CITY-ST-ZIP	
STREET ADDRESS	
CITY-ST-ZIP	
STREET ADDRESS	
CITY-ST-ZIP	
STREET ADDRESS	
CITY-ST-ZIP	

CR2E003 (11/00)

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: *Gregory K. McGrath*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER

Gregory K. McGrath
April 25, 2001
(513) 984-5001