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ACCOUNT NO. : 072100000032

REFERENCE : 608003 7190033

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : March 1, 2000

ORDER TIME : 3:19 PM

200003153982--6

ORDER NO. : 608003-005

CUSTOMER NO: 7190033

CUSTOMER: Dennis P. Spates, Esq
DENNIS P. SPATES ATTORNEY AT
DENNIS P. SPATES ATTORNEY AT
2nd Floor
53 Leonard Street
New York, NY 10013

DOMESTIC FILING

NAME: BARON CAPITAL XCII, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

624
W00-5659

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR -1 PM 4:45

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00 MAR -1 PM 3:12

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BARON CAPITAL XCII, INC.
Ref. Number: W00000005659

RESUBMIT
Please give original
submission date as file date

We have received your document for BARON CAPITAL XCII, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00011585

RECEIVED
00 MAR -3 PM 1:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARON CAPITAL XCII, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -1 PM 3:12

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation is Baron Capital XCII, Inc. (the "Corporation").

SECOND: The street address and mailing address of the principal office of the Corporation is 7826 Cooper Road, Cincinnati, Ohio 45242.

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000), having a par value of one dollar (\$1.00) per share, and all such shares are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at such address is Corporation Service Company. The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name of the incorporator is Dennis P. Spates, whose mailing address is 53 Leonard Street, 2nd Floor, New York, New York 10013.

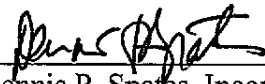
SIXTH: The purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under such provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and

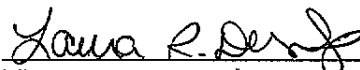
shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on March 1, 2000


Dennis P. Spates, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: Laura R. Dunlap
Title: as its agent

Date: March 1, 2000

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