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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850) 521-1000

Fax Number : (850) 521-1030

FLORIDA PROFIT CORPORATION OR P.A.**BARON CAPITAL XCIV, INC.**

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ARTICLES OF INCORPORATION
OF
BARON CAPITAL XCIV, INC.

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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 XCIV, 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 Gregory K. McGrath, whose mailing address is c/o The Baron Organization, 7826 Cooper Road, Cincinnati, Ohio 45242.

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

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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.

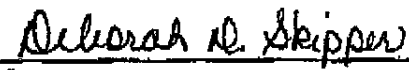
Signed on December 15, 2000


Gregory K. McGrath,

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: _____
Title: Deborah D. Skipper
Asst. Secretary

Date: December 15, 2000

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