

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P94000086918

1. Corporation Name

BARON CAPITAL III, INC.

Principal Place of Business

7826 COOPER RD.  
CINCINNATI OH 45242  
US

Mailing Address

7826 COOPER RD.  
CINCINNATI OH 45242  
US

2. Principal Place of Business

21

2a. Mailing Address

26

Suite, Apt. #, etc.

22

Suite, Apt. #, etc.

27

City & State

23

City & State

28

Zip Country

24

Zip Country

25 29 30

9. Name and Address of Current Registered Agent

MCGRATH, GREGORY K  
28050 US HIGHWAY 19 N 301  
CLEARWATER FL 34621

81 Name

Gregory K. McGrath

82 Street Addr

4561 Gulf of Mexico Drive

83

#101

84 City

Longboat Key, FL 34228

Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

4/5/99

12. OFFICERS AND DIRECTORS

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PST	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCGRATH, GREGORY		1.2 NAME	
STREET ADDRESS	7826 COOPER RD.		1.3 STREET ADDRESS	
CITY-ST-ZIP	CINCINNATI OH 45242		1.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			2.2 NAME	
STREET ADDRESS			2.3 STREET ADDRESS	
CITY-ST-ZIP			2.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			3.2 NAME	
STREET ADDRESS			3.3 STREET ADDRESS	
CITY-ST-ZIP			3.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			4.2 NAME	
STREET ADDRESS			4.3 STREET ADDRESS	
CITY-ST-ZIP			4.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			5.2 NAME	
STREET ADDRESS			5.3 STREET ADDRESS	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			6.2 NAME	
STREET ADDRESS			6.3 STREET ADDRESS	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	

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 annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/5/99 (513) 984-5001  
Daytime Phone #

CR2E034 (11/98)