

**P450000 1992**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: ACE INDUSTRIES, INC.  
54 NW 11TH ST  
MIAMI FL 33136-28909-0000 0  
CONTACT: LYNN FRIEDMAN  
PHONE: (305) 358-2571  
FAX: (305) 358-7832

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BARON CAPITAL V, INC.

FAX AUDIT NUMBER: H95000002810  
DATE REQUESTED: 03/10/1995  
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MAR 17 1995  
TALLAHASSEE, FLORIDA

2107 12 1995

H45-02810

ARTICLES OF INCORPORATION  
OF  
BARON CAPITAL V, INC.

FILED  
55 MAR 13 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I

NAME

The name of the Corporation is BARON CAPITAL V, INC.

## ARTICLE II

DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

## ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

## ARTICLE IV

PRINCIPAL OFFICE

The principal office of the corporation is: 28050 US 19  
North, Suite 301, Clearwater, Florida 34621.

## ARTICLE V

MAILING ADDRESS

The mailing address of the corporation is: 28050 US 19  
North, Suite 301, Clearwater, Florida 34621.

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ACE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33138  
305-358-2271

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**ARTICLE VI****CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares."

**ARTICLE VII****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 28050 US 19 North, Suite 301, Clearwater, Florida 34615 and the name of the initial Registered Agent of this Corporation at that address is Gregory K. McGrath.

**ARTICLE VIII****INCORPORATOR**

The name and address of the person signing these Articles is:

**Name****Address**

Gregory K. McGrath

28050 US 19 North, Suite 301  
Clearwater, Florida 34615**ARTICLE IX****POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

**ARTICLE X****AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of March, 1995.

Gregory R. McGrath

**STATE OF FLORIDA**

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**COUNTY OF DADE**

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I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Gregory K. McGrath, who did not take an oath but who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade, Florida, this 10th day of March, 1935.

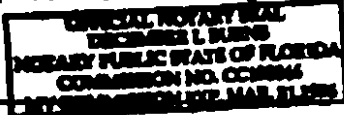
Receby B. Burr  
NOTARY PUBLIC, State of Florida

**NOTARY PUBLIC, State of Florida**

December L. Burns

**Printed Name**

**My Commission Expires:**



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**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTIONS 607.0901 AND 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:**

**THAT BARON CAPITAL V, INC. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED, GREGORY K.  
MCGRATH, LOCATED AT 38050 US 19 NORTH, SUITE 301, CLEARWATER,  
FLORIDA 34615 ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA.**

  
GREGORY K. MCGRATH

INCORPORATOR \_\_\_\_\_  
TITLE

3-10-95  
\_\_\_\_\_  
DATE

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

  
GREGORY K. MCGRATH

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