

PASO 28918

4/12/95
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
407 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST
MIAMI FL 33136-2890-0000
CONTACT: LYNN FRIEDMAN
PHONE: (305) 358-2571
FAX: (305) 358-7832

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BARN CAPITAL VII, INC.
FAX AUDIT NUMBER: H95000004160
DATE REQUESTED: 04/12/1995
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARON CAPITAL VII, INC.

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL VII, 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.

ARTICLE VI
CAPITAL STOCK

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

H95-04160
ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-350-2671

1:45-04160

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:

<u>Name</u>	<u>Address</u>
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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of March, 1995.



Gregory K. McGrath

H95-04112

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STATE OF FLORIDA

:

: ss:

COUNTY OF DADE

:

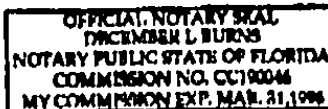
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Gregory K. McGrath, who did not take an oath but who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before 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 7th day of April, 1995


DECEMBER L. BURNS

NOTARY PUBLIC, State of Florida

My Commission Expires:

3-31-96

H95-04160

7-195-04160

**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 607.0501 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 28050 US 19 NORTH, SUITE 301, CLEARWATER, FLORIDA 34615 ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.


GREGORY K. MCGRATH

President
TITLE

11/7/95
DATE

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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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