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FILED

May 19 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P95000028918 (7)

1. Corporation Name  
BARON CAPITAL VII, INC.

Principal Place of Business

28050 U.S. 19 NORTH  
SUITE 301  
CLEARWATER FL 34621

Mailing Address

7795 COOPER RD.  
CINCINNATI OH 45242-7703



2. Principal Place of Business

21 7795 Cooper Rd

Suite, Apt. #, etc.

22 City & State

23 Cincinnati Ohio

Zip

24 45242

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Cincinnati Ohio

Zip

24 45242

Country

29

30

3. Date Incorporated or Qualified

04/12/1995

3a. Date of Last Report

05/01/1996

4. FEI Number

59-3312983

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

\$5.00 May Be  
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

MCGRATH, GREGORY K  
28050 U.S. 19 NORTH  
SUITE 301  
CLEARWATER FL 34615

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip 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

12. OFFICERS AND DIRECTORS

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY - ST - ZIP  
P  
MCGRATH, GREGORY K  
7795 COOPER RD.  
CINCINNATI OH 45242

2.1 TITLE  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY - ST - ZIP

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY - ST - ZIP

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY - ST - ZIP

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY - ST - ZIP

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY - ST - ZIP  
Change Addition

2.1 TITLE  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY - ST - ZIP  
Change Addition

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY - ST - ZIP  
Change Addition

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY - ST - ZIP  
Change Addition

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY - ST - ZIP  
Change Addition

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY - ST - ZIP  
Change Addition

14. I do 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.

SIGNATURE:

(SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR)

Date

Daytime Phone

4/29/97 888-880-8800

CR2E034 (9/96)