

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

FILED
May 05, 1999 8:00 am
Secretary of State

05-05-1999 90049 018 ***158.75

DOCUMENT # P95000028918

1. Corporation Name
BARON CAPITAL VII, INC.

Principal Place of Business

7826 COOPER RD
CINCINNATI OH 45242
US

Mailing Address

7826 COOPER RD
CINCINNATI OH 45242
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/12/1995

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 owes the current year Intangible
Personal Property Tax.



No

9. Name and Address of Current Registered Agent

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

81 Name

82 Street Address

83

84 City

10. Name and Address of New Registered Agent

Gregory K. McGrath
4561 Gulf of Mexico Drive
#101
Longboat Key, FL 34228

p 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 date if applicable.

(NOTE: Registered Agent signature required when reinstating)

4/5/99

12. OFFICERS AND DIRECTORS

TITLE P
NAME MCCRATH, GREGORY K
STREET ADDRESS 7826 COOPER RD
CITY-ST-ZIP CINCINNATI OH 45242

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
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CITY-ST-ZIP

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STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Gregory K. McGrath

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

CR2E034 (11/98)