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((H95000006389)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GRIGER, KASDIN, HELLER & KUPERSTEIN,
DEPARTMENT OF STATE 1428 BRICKELL AVE
STATE OF FLORIDA 6TH FLOOR
409 EAST GAINES STREET MIAMI FL 33131-
TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY
FAX: (904) 922-4000 PHONE: (305) 372-5000
FAX: (305) 372-0052

((H95000006389)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BARON CAPITAL IX, INC.

FAX AUDIT NUMBER: H95000006389 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/07/1995 TIME REQUESTED: 17:15:35
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SENT BY:

6 8 85 : 10:24 GEIGER KASDIN HELLER • DIV OF CORPORATIONS: # 2/ 4

FA#: H95-6389

ARTICLES OF INCORPORATION OF
BARON CAPITAL IX, INC.

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL IX, 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 AND MAILING ADDRESS

The principal office and mailing address of the corporation is: 28050 U.S. HIGHWAY, 19 NORTH, SUITE 301, CLEARWATER, FLORIDA 34621.

ARTICLE V
CAPITAL STOCK

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

Robert S. Geiger, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMBERS & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 192208

FA#: H95-6389

FAS: H95-6389

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 28050 U.S. HIGHWAY, 19 NORTH, SUITE 301, CLEARWATER, FLORIDA 34621, and the name of the initial Registered Agent of this Corporation at that address is GREG MCGRATH.

ARTICLE VII
INCORPORATOR

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

Name	Address
GREG MCGRATH	28050 U.S. Highway, 19 North, Suite 301 Clearwater, Florida 34621

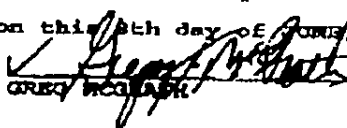
ARTICLE IX
POWERS

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

ARTICLE IX
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 8th day of JUNE, 1995.


GREG MCGRATH

FAS: H95-6389

SENT BY

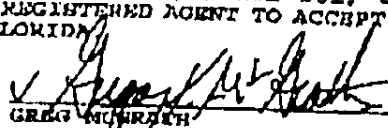
06.05 13:24 GEIGER KASIN PRINTER DIV OF CORPORATIONS# 474

FAS: H95-6389

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

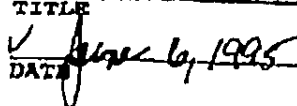
IN COMPLIANCE WITH SECTIONS 607.0501 AND 607.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BARON CAPITAL IX, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED GREG MCGRATH,
LOCATED AT 28050 U.S. HIGHWAY, 19 NORTH, SUITE 101, CLEARWATER,
PINELLAS COUNTY, FLORIDA, ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

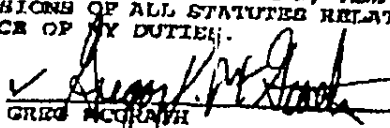

GREG MCGRATH

INCORPORATOR
TITLE

DATE


June 6, 1995

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.


GREG MCGRATH

FILED
JUN 10 1995
CLERK OF CIRCUIT COURT
JULIA A. HARRIS

FAS: H95-6389

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