

SENT

P95000044530

6/7/95

FLORIDA DIVISION OF CORPORATIONS

5:14 PM

(((H95000006388)))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS

ELECTRONIC FILING COVER SHEET

DEPARTMENT OF STATE

FROM: GRIGER, KASDIN, HELLER & KUPERSTEIN,
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

(((H95000006388)))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR F.A.

NAME: BARON CAPITAL VIII, INC.

FAX AUDIT NUMBER: H95000006388

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/07/1995

TIME REQUESTED: 17:13:59

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000006388)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP| VT102

| FDX | 9600 E71 | LOG CLOSED | PRINT OFF |

6/07/95

FLORIDA DIVISION OF CORPORATIONS

5:14 PM

(((H95000006388)))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS

ELECTRONIC FILING COVER SHEET

DEPARTMENT OF STATE

FROM: GRIGER, KASDIN, HELLER & KUPERSTEIN,
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

(((H95000006388)))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARON CAPITAL VIII, INC.

FAX AUDIT NUMBER: H95000006388

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/07/1995

TIME REQUESTED: 17:13:59

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000006388)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP| VT102

| FDX | 9600 E71 | LOG CLOSED | PRINT OFF |

6/07/95

FLORIDA DIVISION OF CORPORATIONS

5:14 PM

(((H95000006388)))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS

ELECTRONIC FILING COVER SHEET

DEPARTMENT OF STATE

FROM: GRIGER, KASDIN, HELLER & KUPERSTEIN,
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

(((H95000006388)))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARON CAPITAL VIII, INC.

SENT BY:

6-8-85 13:26 GEIGER KASDIN HELLER DIV OF CORPORATIONS: 2/4

FA#: H95-6388

ARTICLES OF INCORPORATION OF
BARON CAPITAL VIII, INC.

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL VIII, 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,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 192208

FA#: H95-6388

SENT BY: 6 9 95 13:26 GEIGER KASDIN HELLER DIV OF CORPORATIONS: 3/4

PA#: H95-6300

**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

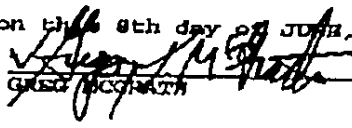
**ARTICLE VIII
POWER**

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 the 8th day of JUNE, 1995.


GREG MCGRATH

PA#: H95-6300

SENT BY _____ 6/10/95 10:27 AM GIGER KASIN HILLER DIV. OF CORPORATIONS 12/1

FA# : H98-6388

**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 VIII, 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 301, CLEARWATER,
PINELLAS COUNTY, FLORIDA, ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

Greg McGrath
GREG MCGRATH

INCORPORATOR
TITLE

June 6, 1995
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATUTED
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
GREG MCGRATH

FILED
JUN 10 1995
CLERK OF CIRCUIT COURT
JULIA M. REED

FA# : H95-6388