

Baron First Hq Phil #
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PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000096631 (3)

1. Corporation Name
BARON CAPITAL XV, INC.

FILED

97 JUN -2 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Principal Place of Business

28050 U.S. HIGHWAY 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.

2a. Mailing Address

26 Suite, Apt. #, etc.

23 City & State

23 Clearwater, Fla

27 City & State

27 Cincinnati, Ohio

24 Zip

24 34621

Country

Country

29 Zip

29 45242

Country

Country

9. Name and Address of Current Registered Agent

MCGRATH, GREGORY
28050 U.S. HIGHWAY 19 NORTH
SUITE 301
CLEARWATER FL 34621

3. Date Incorporated or Qualified

12/21/1995

3a. Date of Last Report

05/01/1996

4. FEI Number

59-3354104

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

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

TITLE P
NAME MCGRAFF, GREGORY K
STREET ADDRESS 7795 COOPER RD.
CITY-ST-ZIP CINCINNATI OH 45242

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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TITLE
NAME
STREET ADDRESS
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

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

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 in an attachment with an address.

SIGNATURE

Gregory K. McGrath

4/20/97 880-880-8800

CR2E034 (9/96)