
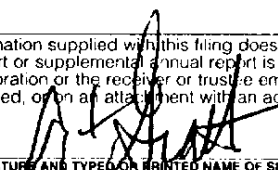


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P96000000003 (9)					
1. Corporation Name BARON CAPITAL XVI, INC.					
Principal Place of Business 7785 COOPER ROAD CINCINNATI OH 45242			Mailing Address 7785 COOPER ROAD CINCINNATI OH 45242		
2. Principal Place of Business 21 7826 COOPER ROAD Suite, Apt. #, etc.		2a. Mailing Address 26 7826 COOPER ROAD Suite, Apt. #, etc.		3. Date Incorporated or Qualified 12/29/1995	
22 City & State 23		27 City & State 28		4. FEI Number 59-3366967 Applied For Not Applicable	
24 Zip 25 Country		29 Zip 30 Country		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
g. Name and Address of Current Registered Agent MCGRATH, GREGORY K 28050 U.S. HIGHWAY 19 NORTH SUITE 301 CLEARWATER FL 34621				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					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY-ST-ZIP					
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> 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.					
SIGNATURE:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					



DO NOT WRITE IN THIS SPACE

CR2E034 (10/97)