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4/04/96

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, 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

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARON CAPITAL XXVII, INC.

FAX AUDIT NUMBER: H96000004885

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/04/1996

TIME REQUESTED: 15:38:09

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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96 APR -5 PM 3:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PA#: H96-4885

ARTICLES OF INCORPORATION OF
BARON CAPITAL XXVII, INC.

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL XXVII, 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: 7795 COOPER ROAD, CINCINNATI, OHIO 45242.

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."

Keith J. Blum, Esq.
GRICER, 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: 879185

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**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 MICHAEL SCHMERGE.

**ARTICLE VII
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
GREGORY MCGRATH	7795 COOPER ROAD CINCINNATI, OHIO 45242.

**ARTICLE XII
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.

FA#: H96-4885

FA# 1196-4885

**ARTICLE X
OFFICERS**

The Officers of the Corporation shall be the following:

President/Secretary/Treasurer - GREGORY MCGRATH

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 4th day of APRIL, 1996.


GREGORY MCGRATH

FA# 1196-4885

FAM: H96-4885

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 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BARON CAPITAL XXVII, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MICHAEL
SCHMERGE, 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.

Gregory McGrath
GREGORY MCGRATH

INCORPORATOR
TITLE

04/04/96
DATE

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.

Michael Schmerge
MICHAEL SCHMERGE

FILED
96 APR -5 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAM: H96-4885

J:\WORK\BUTTER\CORP\BARON\XXVII.NO1