

04-1 18:26

01

96002995

4/04/96
 TO: DIVISION OF CORPORATIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
 FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
 1428 BRICKELL AVE
 6TH FLOOR
 MIAMI FL 33131- 83- 000

CONTACT: BEVERLY O RIEDY
 PHONE: (305) 372-5000
 FAX: (305) 372-0052

((H96000004006)))
 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: BARON CAPITAL XXVIII, INC.
 FAX AUDIT NUMBER: H96000004006
 DATE REQUESTED: 04/04/1996
 CERTIFIED COPIES: 1
 NUMBER OF PAGES: 4
 ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
 TIME REQUESTED: 15:39:08
 CERTIFICATE OF STATUS: 0
 METHOD OF DELIVERY: FAX
 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.

((H960000040886)))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Alt-Z FOR HELP° VT102 ° FDX ° 9600 E71 ° LOG CLOSED ° PRINT OFF

4/04/96
 TO: DIVISION OF CORPORATIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
 FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
 1428 BRICKELL AVE
 6TH FLOOR
 MIAMI FL 33131- 83- 000

CONTACT: BEVERLY O RIEDY
 PHONE: (305) 372-5000
 FAX: (305) 372-0052

((H960000040886)))
 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: BARON CAPITAL XXVIII, INC.
 FAX AUDIT NUMBER: H960000040886
 DATE REQUESTED: 04/04/1996
 CERTIFIED COPIES: 1
 NUMBER OF PAGES: 4
 ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
 TIME REQUESTED: 15:39:08
 CERTIFICATE OF STATUS: 0
 METHOD OF DELIVERY: FAX
 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.

((H960000040886)))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Alt-Z FOR HELP° VT102 ° FDX ° 9600 E71 ° LOG CLOSED ° PRINT OFF °

85:Z WV 5-23-96

4/5

96 APR 5 1:00 PM
 TELETYPE
 SECRETARIAT
 STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR -5 PM 1:01

P.02
FILED

FA# H96-4886

ARTICLES OF INCORPORATION OF
BARON CAPITAL XXVIII, INC.

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL XXVIII, 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.
GEIGER, KASDIN, HELLER, RUPPSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FA# H96-4886

PA#: H96-4006

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.

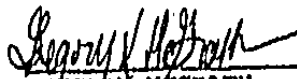
PA#: H96-4886

FA#: H96-4886

**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#: H96-4886

PA#: H96-4886

**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 XXVIII, 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

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

FILED
96 APR -5 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA#: H96-4886

J:\WORK\RETRIC\CORP\BARON\XXVIII.AGE