

196000034930

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

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BARON CAPITAL XXXIII, INC.
FAX AUDIT NUMBER: H96000005619
DATE REQUESTED: 04/22/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50
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60:00 04/22/96

4/23

FILED
95 APR 22 PM 5:30
TALLAHASSEE

PAW: H96-5619

ARTICLES OF INCORPORATION OF
BARON CAPITAL XXXIII, INC.

ARTICLE I
NAME

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

PAW: H96-5619

PAN: H96-5619

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 SCHMERGB.

ARTICLE VII
INCORPORATOR

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

NameAddress

GREGORY MCGRATH

7795 COOPER ROAD
CINCINNATI, OHIO 45242.

ARTICLE VIII
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.

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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 22nd day of APRIL, 1996.


GREGORY MCGRATH

PA#: H96-5619

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**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 407.0501 AND 40.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BARON CAPITAL XXXIII, 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

IMPERSONATOR
TITLE

04/22/96
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 22 PM 5:30
TALAMON, FLORIDA

PA#: H96-5619

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