


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

FILED
May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P96000034956 (8)			
1. Corporation Name BARON CAPITAL XXXII, INC.			
Principal Place of Business 7795 COOPER ROAD CINCINNATI OH 45242		Mailing Address 7795 COOPER ROAD CINCINNATI OH 45242-7703	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
SCHMERGE, MICHAEL 28050 U.S. HIGHWAY 19 NORTH SUITE 301 CLEARWATER FL 34621		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____			
12. OFFICERS AND DIRECTORS			
TITLE	NAME	TITLE	NAME
1.1	1.2	1.1	1.2
1.3	1.4	1.3	1.4
1.5	1.6	1.5	1.6
1.7	1.8	1.7	1.8
1.9	1.10	1.9	1.10
1.11	1.12	1.11	1.12
1.13	1.14	1.13	1.14
1.15	1.16	1.15	1.16
1.17	1.18	1.17	1.18
1.19	1.20	1.19	1.20
1.21	1.22	1.21	1.22
1.23	1.24	1.23	1.24
1.25	1.26	1.25	1.26
1.27	1.28	1.27	1.28
1.29	1.30	1.29	1.30
1.31	1.32	1.31	1.32
1.33	1.34	1.33	1.34
1.35	1.36	1.35	1.36
1.37	1.38	1.37	1.38
1.39	1.40	1.39	1.40
1.41	1.42	1.41	1.42
1.43	1.44	1.43	1.44
1.45	1.46	1.45	1.46
1.47	1.48	1.47	1.48
1.49	1.50	1.49	1.50
1.51	1.52	1.51	1.52
1.53	1.54	1.53	1.54
1.55	1.56	1.55	1.56
1.57	1.58	1.57	1.58
1.59	1.60	1.59	1.60
1.61	1.62	1.61	1.62
1.63	1.64	1.63	1.64
1.65	1.66	1.65	1.66
1.67	1.68	1.67	1.68
1.69	1.70	1.69	1.70
1.71	1.72	1.71	1.72
1.73	1.74	1.73	1.74
1.75	1.76	1.75	1.76
1.77	1.78	1.77	1.78
1.79	1.80	1.79	1.80
1.81	1.82	1.81	1.82
1.83	1.84	1.83	1.84
1.85	1.86	1.85	1.86
1.87	1.88	1.87	1.88
1.89	1.90	1.89	1.90
1.91	1.92	1.91	1.92
1.93	1.94	1.93	1.94
1.95	1.96	1.95	1.96
1.97	1.98	1.97	1.98
1.99	1.100	1.99	1.100
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 on an attachment with an address.			
SIGNATURE: <u>Sandra B. Mortham</u> 4/29/97 888.880.8860			

CR2E034 (9/96)