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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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- 9-0000
TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (904) 922-4000 FAX: (305) 372-0052

(((H96000005615))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BARON CAPITAL XXXI, INC.
FAX AUDIT NUMBER: H96000005615 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/22/1996 TIME REQUESTED: 11:43:30
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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ENTER SELECTION AND <CR>:
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* FDX * 9600 871 * LOG CLOSED * PRINT OFF *

4/22/96

11:43 AM

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FILED
APR 22 1996

Handwritten notes and signatures:
A large handwritten 'X' is drawn over the bottom section.
Below the 'X', there are handwritten numbers '21' and '4/23'.

FA#: H96-5615

ARTICLES OF INCORPORATION OF
BARON CAPITAL XXXI, INC.

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL XXXI, 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, 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 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.


PA#: H96-5615

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#: H96-5615

FA#: H96-5615

**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 XXXI, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MICHAEL SCHMERGE,
LOCATED AT 20050 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

04/22/96
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
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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