

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

PROFIT CORPORATION ANNUAL REPORT **1997**



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
 Secretary of State
 DIVISION OF CORPORATIONS

FILED
 97 JUN -2 AM 10: 12

DOCUMENT # P96000035011 (1)
 1. Corporation Name
BARON CAPITAL XXXI, INC.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



Principal Place of Business: **7795 COOPER ROAD CINCINNATI OH 45242**
 Mailing Address: **7795 COOPER ROAD CINCINNATI OH 45242-7703**

21	2. Principal Place of Business	26	2a. Mailing Address
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.
23	City & State	28	City & State
24	Zip	29	Country
25		30	

3. Date Incorporated or Qualified 04/22/1996	3a. Date of Last Report
4. FEL Number 58-2237909	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s 199 032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
SCHMERGE, MICHAEL
28050 U.S. HIGHWAY 10 NORTH
SUITE 801
CLEARWATER FL 34621

10. Name and Address of New Registered Agent

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	PST	<input type="checkbox"/> DELETE
NAME	MCGRATH, GREGORY	
STREET ADDRESS	% 7795 COOPER ROAD	
CITY-ST-ZIP	CINCINNATI OH 45242	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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-06/04/97-01092-001
****2080.00 ****165.00*

6/20/97

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: *Gregory McGrath* *6/20/97 888-880-2860*

CR2E034 (9/96)