

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**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	04/22/1996	
22	City & State	27	City & State	4. FEL Number	Applied For
23	Zip	28	Country	58-2237909	Not Applicable
24	Country	29	Country	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
		30		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				10. Name and Address of New Registered Agent			
SCHMERGE, MICHAEL 28050 U.S. HIGHWAY 10 NORTH SUITE 801 CLEARWATER FL 34621				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	85	Zip Code
					FL		

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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* 4/20/97 888-880-2860

CR2E034 (9/96)