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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

FILED May 06, 1999 8:00 am Secretary of State

05-06-1999 90012 001 ***158.75

DOCUMENT # P96000035011

1. Corporation Name BARON CAPITAL XXXI, INC.

Principal Place of Business 7826 COOPER RD CINCINNATI OH 45242 US Mailing Address 7826 COOPER RD CINCINNATI OH 45242 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country 25 26 27 28 29 30

3. Date Incorporated or Qualified 04/22/1996 4. FEI Number 58-2237909 Applied For Not Applicable 5. Certificate of Status Desired X \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees 8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent SCHMERGE, MICHAEL 28050 U.S. HIGHWAY 19 NORTH SUITE 301 CLEARWATER FL 34621

10. Name and Address of New Registered Agent Gregory K. McGrath 4561 Gulf of Mexico Drive #101 Longboat Key, FL 34228

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 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE 4/5/99

12. OFFICERS AND DIRECTORS 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

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

14. I 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, with all other like empowered.

SIGNATURE: SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR REQUIRED DATE 4/5/99 (513) 984-5001 Daytime Phone #

CR2E034 (1/198)