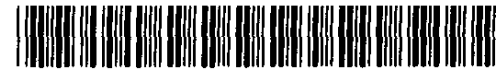



FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jun 02, 1999 8:00 am
Secretary of State

06-02-1999 90004 007 ****52.91
06-02-1999 90004 008 ****52.92
06-02-1999 90004 009 ****52.92



PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P96000080579			
1. Corporation Name BARON CAPITAL XL, INC.			
Principal Place of Business 7826 COOPER ROAD CINCINNATI OH 45242 US		Mailing Address 7826 COOPER ROAD CINCINNATI OH 45242 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30	
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 _____ DATE <u>4/5/99</u> (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PST <input type="checkbox"/> DELETE NAME MCGRATH, GREGORY STREET ADDRESS 7826 COOPER ROAD CITY-ST-ZIP CINCINNATI OH 45242		1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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	

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 REQUIRED

Gregory K. McGrath

4/5/99 (513) 984-5001
Date Daytime Phone #

CR2E034 (11/98)

0524846