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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
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NAME: BARON CAPITAL XLIII, INC.

AUDIT NUMBER.....H96000016125

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION OF  
BARON CAPITAL XLIII, INC.

ARTICLE I  
NAME

The name of the Corporation is BARON CAPITAL XLIII, INC.

ARTICLE II  
DURATION

This Corporation shall commence its existence as of November 14, 1996 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  
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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.

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**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 14<sup>th</sup> day of NOVEMBER, 1996.

  
\_\_\_\_\_  
GREGORY MCGRATH

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**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 XLIII, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MICHAEL  
SCHMERGE, LOCATED AT 28050 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

Incorporator  
TITLE

11/14/96  
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

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