

MAR-25-1997 16:43

P.01

H970000026879

3/25/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:28 PM

((H97000004951 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
CONTACT: BEVERLY O RIEDY  
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: BARON CAPITAL XLVI, INC.

AUDIT NUMBER.....H97000004951

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP ° VT102 ° FDX ° 9600 E71 ° LOG CLOSED ° PRINT

FILED  
97 MAR 25 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAR 25 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/26/97  
LB

FA#: H97-4951

**ARTICLES OF INCORPORATION OF  
BARON CAPITAL XLVI, INC.**

FILED  
97 MAR 25 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

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

**ARTICLE II  
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation 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  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
Florida Bar Number: 879185

FA#: H97-4951

FA#: H97-4951

**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.

FA#: H97-4951

**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 25th day of March, 1997.

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

FA#: H97-4951

**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 XLVI, 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

March 25, 1997  
\_\_\_\_\_

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

FILED  
97 MAR 25 PM 6:13  
STATE  
OFFICE OF  
REGISTRATION

FA#: H97-4951