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GEIGER KASDIN

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3/28/97

FLORIDA DIVISION OF CORPORATIONS  
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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
CONTACT: BEVERLY O RIEDY  
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ACCT#: 076030000723

FAX #: (305)372-0052

NAME: BARON CAPITAL XLV, INC.

AUDIT NUMBER.....H97000005224

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

CERT. OF STATUS..0 PAGES..... 4

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FA#: H97-5224

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

**ARTICLE I  
NAME**

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

**ARTICLE II  
DURATION**

This Corporation shall commence its existence effective as of the date of the filing of the 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.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
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:

Name

Address

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.

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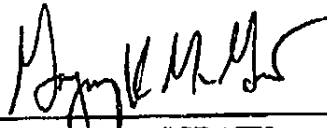
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**ARTICLE X**  
**OFFICERS**

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 28th day of March, 1997.

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

SENT BY:

3-28-97 : 3:19PM :

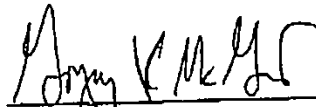
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FA#: H97- 5224

**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 XLV, 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 28, 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

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