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GEIGER KASDIN - Department of State 1/5

3/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX #: (305) 372-0052

NAME: BARON CAPITAL XLIX, INC.

AUDIT NUMBER.....H97000005223

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

CERT. OF STATUS..0

PAGES..... 4

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

**ARTICLE I
NAME**

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

**ARTICLE II
DURATION**

This Corporation shall commence its existence effective as of March 27, 1987 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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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 27th day of March, 1997.



GREGORY MCGRATH

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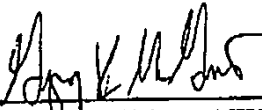
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT BARON CAPITAL XLIX, 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 27, 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

FA#: H97-5223