

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

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
May 05, 1999 8:00 am  
Secretary of State

05-05-1999 90069 008 \*\*\*158.75

DOCUMENT # P97000028616

1. Corporation Name

BARON CAPITAL XLIX, INC.



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/31/1997

4. FEI Number CORRECT FEI

31-1539270 58-2322682

Applied For

Not Applicable

5. Certificate of Status Desired



\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution



\$5.00 May Be  
Added to Fees

8. This corporation owes the current year Intangible  
Personal Property Tax.



Yes



No

9. Name and Address of Current Registered Agent

SCHMERGE, MICHAEL  
28050 US HIGHWAY 19 NORTH  
STE 301  
CLEARWATER FL 34621

81 Name

82 Street Address

83

84 City

10. Name and Address of New Registered Agent

Gregory K. McGrath  
4561 Gulf of Mexico Drive  
#101  
Longboat Key, FL 34228

Zip Code

11. Pursuant to the provisions of Sections 607.0602 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

4/5/99

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PSTD  
NAME MCGRATH, GREGORY  
STREET ADDRESS 7826 COOPER RD  
CITY-ST-ZIP CINCINNATI OH 45242

DELETE

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP

Change

Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

2.1 TITLE  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP

Change

Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

Change

Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

Change

Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

Change

Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-ST-ZIP

Change

Addition

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

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/5/99 (513) 984-5001

CR2E034 (11/98)