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Fax Number : (850) 922-4000

From: Account Name : BAKER & HOSTETLER LLP  
Account Number : I19990000077  
Phone : (407) 649-4043  
Fax Number : (407) 841-0168

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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

BARON CAPITAL XLIX, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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DIVISION OF CORPORATIONS

Amend.  
Spayne  
7/5/00

Baker & Hostetler LLP

Fax Audit No.: H000000350173

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Baker & Hostetler  
P.O. Box 112  
Orlando, FL 32801  
(407) 649-4000

BARON CAPITAL XLIX, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

See Exhibit A attached hereto and incorporated herein by reference.

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00 JUN 30 PM 5:00  
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TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Baker & Hostetler LLP  
Post Office Box 112  
Orlando, Florida 32802-0112  
(407) 649-4000

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THIRD: The date of each amendment's adoption: June 1, 2000

## FOURTH: Adoption of Amendment(s) (CHECK ONE)

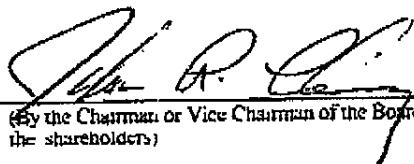
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_,"  
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1<sup>st</sup> day of June, 2000.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

John R. Poling

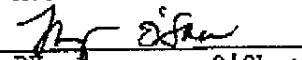
Typed or printed name

President

Title

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in the Articles of Amendment, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with s607.0501 Florida Statutes.

A.G.C. Co

  
BY: Rosemary O'Shea  
As: Vice President

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**Exhibit A  
to  
Articles of Amendment  
to  
Articles of Incorporation  
Of  
BARON CAPITAL XLIX, INC.**

The Articles of Incorporation of Baron Capital XLIX, Inc. are hereby amended by striking therefrom Article IV in its entirety and by adding a new Article IV to read as hereafter set forth in full:

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 150 E. Gay Street, 22nd Floor, Mail Stop OH1-1222, Columbus, Ohio 43215.

The Articles of Incorporation of Baron Capital XLIX, Inc. are hereby amended by striking therefrom Article VI in its entirety and by adding a new Article VI to read as hereafter set forth in full:

**ARTICLE VI  
REGISTERED AGENT AND OFFICE**

The street address of the registered office of this Corporation is: 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida 32801-3432 and the name of the Registered Agent of this Corporation at that address is A.G.C. Co.

The Articles of Incorporation of Baron Capital XLIX, Inc. are hereby amended by inserting therein a new Article IX to read as hereafter set forth in full:

**ARTICLE IX  
OFFICERS**

The officers of the Corporation are:

John R. Poling, President  
R. Barth Kallmerten, Vice President  
Michael S. Wood, Secretary  
Brian T. Kelleher, Treasurer

The Articles of Incorporation of Baron Capital XLIX, Inc. are hereby amended by striking therefrom Article X in its entirety.

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