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4/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: BARON CAPITAL LII, INC.

AUDIT NUMBER.....H97000006842

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

FA#: H97-6842

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is BARON CAPITAL LII, 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.
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 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, FLORIDA 33131, and the name of the initial Registered Agent of this Corporation at that address is KEITH J. BLUM, ESQ.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

KEITH J. BLUM, ESQ.

1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FL 33131

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.

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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 APRIL, 1997.



KEITH J. BLUM, ESQ.

FA#: H97-6842

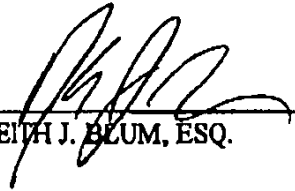
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

THAT BARON CAPITAL LII, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED KEITH J. BLUM, ESQ.
LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY,
FLORIDA 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.

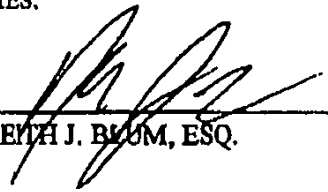


KEITH J. BLUM, ESQ.

Incorporator
TITLE

04/28/97
DATE

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.



KEITH J. BLUM, ESQ.

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