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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
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NAME: BARON CAPITAL LIII, INC.

AUDIT NUMBER.....H97000006848

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

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. RECHTER APR 28 1997

FA#: H97-6848

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

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**ARTICLE I  
NAME**

The name of the Corporation is BARON CAPITAL LIII, 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, 6<sup>TH</sup> 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, 6<sup>TH</sup> 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 28<sup>th</sup> day of APRIL, 1997.

  
\_\_\_\_\_  
KEITH J. BLUM, ESQ.

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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 LIII, 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, 6<sup>TH</sup> 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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