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PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE

## Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

## FILED May 11 1998 8:00am Secretary of State

DOCUMENT # P97000037649 (5) BARON CAPITAL LIII, INC. Principal Place of Business Mailing Address 7826 COOPER ROAD 7826 COOPER ROAD CINCINNATI OH 45242 CINCINNATI OH 45242 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 04/28/1997 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 26 Not Applicable 21 Suite, Apt. #, etc. Suite, Apt. #, etc \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing Added to Fees 23 28 Trust Fund Contribution Zip Country Zip Country 8. This corporation owes or has paid the current year Intangible Yes 24 25 29 30 Personal Property Tax due June 30. g. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent GK-RA CORP. 1428 BRICKELL AVENUE Street Address (P.O. Box Number is Not Acceptable) **6TH FLOOR** 83 **MIAMI FL 33131** City 85 Zip Code 84 11. Pursuant to the provisions of Soctions 607.0502 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 egent and lide if applicable ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS 13. TITLE DELETE 1.1 TITLE Change Addition MCGRATH, GREGORY NAME 1.2 NAME <del>4.774 000PEN NOAD</del> 7836 COOPUR P.D. STREET ADDRESS 1.3 STREET ADDRESS CINCINNATI OH 45242 CITY-ST-ZIP 1.4 CITY-ST-ZIP TITLE DELETE 2.1 TITLE Change Addition NAME 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS CITY-ST-ZIP 2.4 CITY-ST-ZIP DELETE Change \_\_\_ Addition TITLE 3.1 TITLE NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS 3.4. CITY-\$1-2IP CITY-ST-ZIP TITLE DELETE 4.1 TITLE Change Addition NAME 4.2 NAME STREET ADDRESS 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP CITY-ST-ZIP DELETE Change Addition TITLE 5.1 TITLE NAME 5.2 NAME 5.3 STREET ADDRESS STREET ADDRESS CITY - ST - ZVP 5.4 CITY-ST-ZIP TITLE DELETE 6.1 TITLE Change Addition NAME 6.2 NAME STREET ADDRESS 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

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 required 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 or an attractment with an address.

SIGNATURE:

13-984-5001