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FILED
May 06, 1999 8:00 am
Secretary of State

05-06-1999 90310 002 *1,905.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000044329

1. Corporation Name
BARON CAPITAL LXI, INC.

Principal Place of Business

7826 COOPER RD
CINCINNATI OH 45242
US

Mailing Address

7826 COOPER RD
CINCINNATI OH 45242
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

05/19/1997

4. FEI Number

58-2320881

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

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip 29 Country

9. Name and Address of Current Registered Agent

~~BLUM, KEITH J ESQ
1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI FL 33131~~

81 Name

82 Street Adc

83

84 City

10. Name and Address of New Registered Agent

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

9 Code

11. Pursuant to the provisions of Sections 607.0505 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)

4/5/99
DATE

12. OFFICERS AND DIRECTORS

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

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP Change Addition

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP Change Addition

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP Change Addition

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP Change Addition

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP Change Addition

6.1 TITLE Change Addition

6.2 NAME

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 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
Date Daytime Phone #

CR2E034 (1/98)