

P97000048443

JEFFREY C. MEADOWS
Attorney at Law
9420 Towne Square Avenue, Suite 17
Cincinnati, Ohio 45242
(513) 891-8400

May 30, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 2 2 12 PM '97

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002199205--7
-06/03/97--01025--001
*****70.00 *****70.00

Dear Sirs:

Enclosed please find Articles of Incorporation for Baron Capital LXII, Inc., a Certificate of Limited Partnership and an Affidavit of Capital Contribution for Baron Strategic Investment Fund IX, Ltd..

Also included herein are the designation and acceptance of registered agent for both entities listed above as well as their respective filing fees.

These documents have been sent by "express" mail so that they may be filed on Monday, June 2, 1997. If there are any problems, please contact me immediately at the phone number listed at the top of this letter.

Your timely assistance in this matter is greatly appreciated.

Very truly,

Jeff Meadows
Jeffrey C. Meadows

*gave permission
to correct RA name
in art. VI.*

*51
6-2*

6/2

ARTICLES OF INCORPORATION
OF
BARON CAPITAL LXII, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN - 2 PM 4:13

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL LXII, 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 One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI
INITIAL REGISTRATION OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is:

Gregory K. McGrath
C/O Affirmative Management, Inc.
28050 US Highway 19N, Suite 301
Clearwater, FL 34621

ARTICLE VII
INCORPORATOR

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

Name
Gregory K. McGrath

Address
7795 Cooper Road
Cincinnati, OH 45242

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 the Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

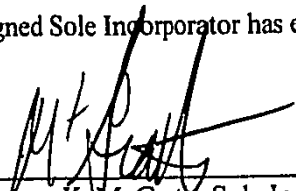
ARTICLE X
OFFICERS

The Officers of the Corporation shall be the following:

President/Secretary/Treasurer

Gregory K. McGrath

IN WITNESS WHEREOF, the undersigned Sole Incorporator has executed these Articles of Incorporation this 28th day of May, 1997.



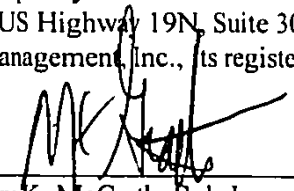
Gregory K. McGrath, Sole Incorporator

**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 LXII, Inc., desiring to organize or qualify under the laws for the State of Florida, has named Gregory K. McGrath, located at 28050 US Highway 19N, Suite 301 Clearwater, Pinellas County, FL 34621, C/O Affirmative Management, Inc., its registered agent to accept service of process within the State of Florida.

Date: May 28, 1997



Gregory K. McGrath, Sole Incorporator

Having been named as registered agent 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.



Gregory K. McGrath

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -2 PM 4:13