

SENT BY:
12/30/97

12-30-97 ; 7:43PM ;

GEIGER KASDIN -> Department of State:# 1/ 5

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000021363 1))

P97000097503

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: BARON CAPITAL LXXXIII, INC.
AUDIT NUMBER.....H97000021363
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 4
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

RECEIVED

97 DEC 31 AM 8:27

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 31 PM 2:21

FILED

Amended & Restated

LFT

16495-314

SENT BY:

12-30-97 ; 7:43PM ;

GEIGER KASDIN -> Department of State;# 2/ 5

FILED

FA#H97-21363

97 DEC 31 PM 2: 21

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARON CAPITAL LXXXIII, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Baron Capital LXXXIII, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on November 17, 1997.

2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

ARTICLE I

The name of the Corporation is Baron Capital LXXXIII, Inc.

ARTICLE II

The Corporation is to have a perpetual existence.

ARTICLE III

The nature of the business or purpose to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The principal office and mailing address of the Corporation is 7826 Cooper Road, Cincinnati, Ohio 45242.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share.

ARTICLE VI

The name and mailing address of the registered agent of the Corporation are GK-RA Corp., 1428 Brickell Avenue, Miami, Florida 33131.

Robert S. Geiger, Esq.

Geiger, Kasdin, et al

1428 Brickell Ave., 6th Floor

Miami, FL 33131

Phone: 305-372-5000 Fax: 305-372-0052

Florida Bar No.: 192208

FA#H97-21363

-1-

J:\work\marci\baron\83\raol

SENT BY:

12-30-97 ; 7:43PM ;

GEIGER KASDIN → Department of State;# 3/ 5

FA#:H97-21363

ARTICLE VII

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE IX

Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves of the board of directors and in conformity with the provisions of the Florida Business Corporation Act.

FA#:H97-21363

SENT BY:

12-30-97 ; 7:43PM ;

GEIGER KASDIN → Department of State:# 4/ 5

FA#: H97-21363

These Restated Articles of Incorporation were adopted by the board of directors of the Corporation on December 22, 1997. The shareholders unanimously approved this amendment on December 22, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 22nd day of December, 1997.

BARON CAPITAL, LXXXIII, INC.



Gregory K. McGrath, President

SENT BY:

12-30-97 ; 7:43PM ;

GEIGER KASDIN → Department of State:# 5/ 5

FA#: H97-21363

**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 LXXXIII, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED GK-RA CORP., LOCATED AT 1428 BRICKELL AVENUE, 6th FLOOR, MIAMI, DADE COUNTY, FLORIDA, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

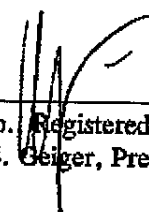


Gregory K. McGrath, President

12/22/97

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.



GK-RA Corp. Registered Agent
By: Robert S. Geiger, President

FA#: H97-21363