

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : LEVINE & PARTNERS, P.A.
Account Number : 074677001117
Phone : (305) 372-1350
Fax Number : (305) 372-1352

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BARON CAPITAL OF FLORIDA, INC.

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ARTICLES OF INCORPORATION OF
BARON CAPITAL OF FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is BARON CAPITAL OF FLORIDA, 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

The principal office of the corporation is: 7826 Cooper Road, Cincinnati, Ohio 45242.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 7826 Cooper Road, Cincinnati, Ohio 45242

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

FA#: H98000020931

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
OFFICERS

The initial officer of the corporation is:

President:	Gregory K. McGrath
Secretary:	Gregory K. McGrath
Treasurer:	Gregory K. McGrath

ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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**ARTICLE XI
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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of November, 1998.



ALAN W. LEVINE, ESQ.

STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

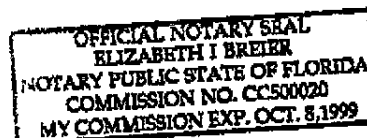
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 10th day of November, 1998.



NOTARY PUBLIC, State of Florida

My Commission Expires:



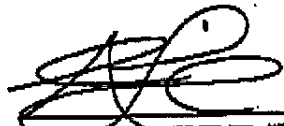
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT BARON CAPITAL OF FLORIDA, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.
LEVINE, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL 33131,
ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.


ALAN W. LEVINE, ESQ.
INCORPORATOR
NOVEMBER 10, 1998

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.


ALAN W. LEVINE, ESQ.

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