

TRANSMITTAL LETTER

P9900000 1496

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
(805) 487-6052

BARON CAPITAL XCI, INC.

SUBJECT:

(Proposed corporate name - must include suffix)

300002732533--8
-01/07/99--01001--003

Enclosed is an original and one(1) copy of the articles of incorporation and a check for****437.50 *****87.50

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Catherine Boggs, Assistant to General Counsel

Name (Printed or typed)

**The Baron Organization
7826 Cooper Road**

Address

Cincinnati, Ohio 45242

City, State & Zip

(513) 984-5001, ext. 1107 or (800) 558-8055, ext. 1107

Daytime Telephone number

FILED
99 JAN -6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Dmo
1/6/99*

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
BARON CAPITAL XCI, INC.**

FILED
99 JAN -6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I

The corporate name for the corporation (hereinafter, the "Corporation") is BARON CAPITAL XCI, INC.

ARTICLE II

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

ARTICLE III

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 IV

The name and mailing address of the initial registered agent of the Corporation is Gregory K. McGrath, 4561 Gulf of Mexico Drive, #101, Longboat Key, Florida 34228.

ARTICLE V

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Gregory K. McGrath	7826 Cooper Road Cincinnati, Ohio 45242

ARTICLE VI

The nature of the business or purposes 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 VII

The duration of the Corporation shall be perpetual.

ARTICLE VIII

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

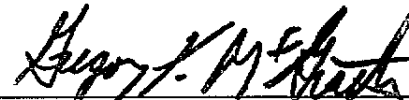
Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves of the board of directors and in conformity with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 1999.



Gregory K. McGrath, Incorporator

Having been named as registered agent and to accept service of process for the above-entitled corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Gregory K. McGrath, Registered Agent

Date: January 5, 1999