

THE

**BARON**<sup>®</sup>

ORGANIZATION

7826 Cooper Road  
Cincinnati, Ohio 45242  
(513) 984-5001 (800) 558-8055  
FAX (513) 984-4550

P 490000006872

January 18, 1998

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-01/19/99--01129--009  
\*\*\*\*175.00 \*\*\*\*\*87.50

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation for:  
1 - Baron Capital XIII, Inc.  
2 - Baron Capital XIV, Inc.

FILED  
99 JAN 19 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation for each of the above-named corporations for filing.

Also enclosed is a check in the amount of \$175.00, representing \$87.50 per corporation to cover the cost of the filing fee, certified copy and certificate of status.

Please return the file-stamped copies and certificates to my attention in the enclosed Federal Express return envelope. If there are any questions regarding the above corporations, please feel free to contact me at (800) 558-8055, ext. 1107. Thank you for your prompt attention and assistance with these filings.

Sincerely,

*Catherine Boggs*

Catherine Boggs  
Assistant to General Counsel

Enclosures

1/25/99  
MKN

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

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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 XIII, 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.

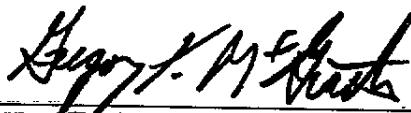
### ARTICLE VIII

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

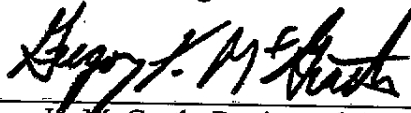
Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves of the board of directors and in conformity with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th 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 18, 1999

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