

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 05, 1999 8:00 am
Secretary of State

05-05-1999 90069 008 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000028616

1. Corporation Name
BARON CAPITAL XLIX, INC.



Principal Place of Business
 7826 COOPER RD
 CINCINNATI OH 45242
 US

Mailing Address
 7826 COOPER RD
 CINCINNATI OH 45242
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip Country 25

29 Zip Country 30

3. Date Incorporated or Qualified

03/31/1997

4. FEI Number **CORRECT FEI**
 31-1539270 **58-2322682**

Applied For
 Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

~~SCHMERGE, MICHAEL
 28050 US HIGHWAY 19 NORTH
 STE 301
 CLEARWATER FL 34621~~

81 Name
 82 Street Ac
 83
 84 City

10. Name and Address of New Registered Agent

Gregory K. McGrath
 4561 Gulf of Mexico Drive
 #101
 Longboat Key, FL 34228

Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
PSTD	MCGRATH, GREGORY	7826 COOPER RD	CINCINNATI OH 45242	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/5/99 (513) 984-5001

DATE

Daytime Phone #

CR2E034 (11/98)