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BASIC AMENDMENT
BARON CAPITAL XLIX, INC.

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Amendment

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T-703 P.002/004 F-776
200 S. Orange Avenue, Ste. 2300
Orlando, FL 32801
(407) 649-4000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BARON CAPITAL XLIX, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

See Exhibit A attached hereto and incorporated herein by reference.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

February , 2001

THIRD: The date of each amendment's adoption: February 8th, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

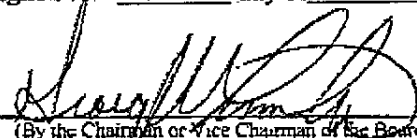
The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8th day of February, 2001

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

George V. Lambert
Typed or printed name

President
Title

**Exhibit A
to
Articles of Amendment
to
Articles of Incorporation
Of
BARON CAPITAL XLIX, INC.**

The Articles of Incorporation of Baron Capital XLIX, Inc. are hereby amended by striking therefrom Article IV in its entirety and by adding a new Article IV to read as hereafter set forth in full:

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: c/o PEI-GP III, LLC, 6880 Tussing Road, Reynoldsburg, Ohio 43068, Attention: George V. Limbert.