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FILED
Apr 16 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F94000002983 (4)
 1. Corporation Name
BARNES RAILROAD SERVICES, INC.



Principal Place of Business: **P.O. BOX 2261 DOTHAN AL 36302-2261**
 Mailing Address: **P.O. BOX 2261 DOTHAN AL 36302-2261**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/08/1994	3a. Date of Last Report 04/05/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 63-0696529	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
BARNES, WILLIAM R 3913 PISA DRIVE #E4 PANAMA CITY FL 32405				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83	City		
				84	City	FL	85

11. Pursuant to the provisions of Sections 607.0509 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: _____ (NON-Registered Agent signature required when re-registering) DATE: _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	BARNES, ROLAND		1.2 NAME				
STREET ADDRESS	602 PATE STREET		1.3 STREET ADDRESS				
CITY-ST-ZIP	ASHFORD AL		1.4 CITY-ST-ZIP				
TITLE	S	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	THOMPSON, JOAN C		2.2 NAME				
STREET ADDRESS	207 COREY DRIVE		2.3 STREET ADDRESS				
CITY-ST-ZIP	DOTHAN AL		2.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			3.2 NAME				
STREET ADDRESS			3.3 STREET ADDRESS				
CITY-ST-ZIP			3.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			4.2 NAME				
STREET ADDRESS			4.3 STREET ADDRESS				
CITY-ST-ZIP			4.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			5.2 NAME				
STREET ADDRESS			5.3 STREET ADDRESS				
CITY-ST-ZIP			5.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			6.4 CITY-ST-ZIP				

14. I do 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 of this report, or in an attachment with an address.

SIGNATURE: *[Signature]* / 4-7-97 (534) 793-4531

CR2E034 (9/96)