

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

04-26-1999 90227 015 ***150.00
P98000035706

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Kathelene Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P98000035706 1. Corporation Name BARNES PROPERTIES, INC.			
Principal Place of Business 1711 N. 25TH STREET STE. A FORT PIERCE FL 34947		Mailing Address 1711 N. 25TH STREET STE. A FORT PIERCE FL 34947	

2. Principal Place of Business 21 707 A North US 1 Suite, Apt. #, etc.		2a. Mailing Address 26 Suite, Apt. #, etc.		3. Date Incorporated or Qualified 04/20/1998	
22 City & State 23 Fort Pierce, FL		27 City & State 28		4. FEI Number 05-0833799	
24 349.50		29 St. Lucie		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				8.	

9. Name and Address of Current Registered Agent BARNES, CLIFFORD 1711 N. 25TH STREET STE. A FORT PIERCE FL 34947				10. Name and Address of New Registered Agent	
81 Name				82 Street Address (P.O. Box Number is Not Acceptable)	
83				84 City	
85 Zip Code				FL	

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reconstituting)

12. OFFICERS AND DIRECTORS		13. ADDITONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	11 TITLE	12 NAME
OTS	BARNES, BETTY J	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1711 N. 25TH STREET STE. A	FORT PIERCE FL 34947	13 STREET ADDRESS	14 CITY-ST-ZIP
DP	BARNES, CLIFFORD	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1711 N. 25TH STREET STE. A	FORT PIERCE FL 34947	21 TITLE	22 NAME
V	GAYLE, TONYA L	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1711 N. 25TH STREET STE. A	FORT PIERCE FL 34947	23 STREET ADDRESS	24 CITY-ST-ZIP
<input type="checkbox"/> DELETE		31 TITLE	32 NAME
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
<input type="checkbox"/> DELETE		33 STREET ADDRESS	34 CITY-ST-ZIP
<input type="checkbox"/> DELETE		41 TITLE	42 NAME
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
<input type="checkbox"/> DELETE		43 STREET ADDRESS	44 CITY-ST-ZIP
<input type="checkbox"/> DELETE		51 TITLE	52 NAME
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
<input type="checkbox"/> DELETE		53 STREET ADDRESS	54 CITY-ST-ZIP
<input type="checkbox"/> DELETE		61 TITLE	62 NAME
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
<input type="checkbox"/> DELETE		63 STREET ADDRESS	64 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.073(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 a other like empowered.

SIGNATURE: Clifford Barnes Date: 4/22/99 Phone: 561-464-2389

CR2E034 (1/98)