

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Jul 30 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 # P95000026904 (9)

1. Corporation Name
BARNES SOFTWARE DEVELOPMENT, INC.



Principal Place of Business 552 W DAVIS BLVD TAMPA FL 33606	Mailing Address 552 W DAVIS BLVD TAMPA FL 33606 US
---	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/05/1995		3a. Date of Last Report 04/11/1996	
21		26		4. FEI Number 59-3311207		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24		29		30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent RICHARD BAINES 552 W DAVIS BLVD TAMPA FL 33606				10. Name and Address of New Registered Agent			
81 Name RICHARD BARNES				82 Street Address (P.O. Box Number is Not Acceptable) 552 W DAVIS Blvd			
83				84 City TAMPA FL 85 Zip Code 33606			

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: Richard Barnes RICHARD BARNES P DATE: 7/21/97

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE P BARNES, RICHARD E <input type="checkbox"/> DELETE				1.1 TITLE V MARION A BARNES <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
NAME 552 W DAVIS BLVD				1.2 NAME 552 W DAVIS Blvd			
STREET ADDRESS TAMPA FL 33606				1.3 STREET ADDRESS TAMPA FL 33606			
CITY-ST-ZIP				1.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE				2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
STREET ADDRESS				2.2 NAME			
CITY-ST-ZIP				2.3 STREET ADDRESS			
TITLE <input type="checkbox"/> DELETE				2.4 CITY-ST-ZIP			
NAME				3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
STREET ADDRESS				3.2 NAME			
CITY-ST-ZIP				3.3 STREET ADDRESS			
TITLE <input type="checkbox"/> DELETE				3.4 CITY-ST-ZIP			
NAME				4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
STREET ADDRESS				4.2 NAME			
CITY-ST-ZIP				4.3 STREET ADDRESS			
TITLE <input type="checkbox"/> DELETE				4.4 CITY-ST-ZIP			
NAME				5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
STREET ADDRESS				5.2 NAME			
CITY-ST-ZIP				5.3 STREET ADDRESS			
TITLE <input type="checkbox"/> DELETE				5.4 CITY-ST-ZIP			
NAME				6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition			
STREET ADDRESS				6.2 NAME			
CITY-ST-ZIP				6.3 STREET ADDRESS			
TITLE <input type="checkbox"/> DELETE				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 if changed, or on an attachment with an address.

SIGNATURE: Richard Barnes SIGNATURE REQUIRED: Richard Barnes 7/21/97 017-358-1931

CR2E034 (4/97)