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Jan 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 # 324523 (0)

1. Corporation Name

BARNES GROVES INC

Principal Place of Business

5100 OSCEOLA BLVD.
P. O. BOX 846
VERO BCH FL 32961-7846

Mailing Address

5100 OSCEOLA BLVD.
P. O. BOX 846
VERO BCH FL 32961-0846



3. Date Incorporated or Qualified

12/29/1967

3a. Date of Last Report

01/23/1996

2. Principal Place of Business

21

Suite, Apt. #, etc.

2a. Mailing Address

26

Suite, Apt. #, etc.

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

BARNES, T M
5100 OSCEOLA BLVD
VERO BEACH FL 32961-7846

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 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 date if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	BARNES, T M	
STREET ADDRESS	5100 OSCEOLA BLVD.	
CITY - ST - ZIP	VERO BEACH FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	BARNES, MARYSUE	
STREET ADDRESS	5100 OSCEOLA BLVD.	
CITY - ST - ZIP	VERO BEACH FL	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	BARNES, ANNA BELLE	
STREET ADDRESS	5100 OSCEOLA BLVD.	
CITY - ST - ZIP	VERO BEACH FL	
TITLE	PT	<input type="checkbox"/> DELETE
NAME	BARNES, THOMAS M.	
STREET ADDRESS	5100 20TH STREET	
CITY - ST - ZIP	VERO BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN '12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	BARNES, THOMAS M. JR
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *Thomas M. Barnes Jr.* 1-16-97 (561) 562-3535

CR2E034 (9/96)