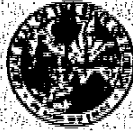


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



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

DOCUMENT # P07211 (6)

1. Corporation Name
BARNES GROUP INC.

Principal Place of Business: **EXECUTIVE OFFICE
123 MAIN STREET
BRISTOL CT 06011-7489**

Mailing Address: **EXECUTIVE OFFICE
123 MAIN STREET
BRISTOL CT 06011-7489**

**APPROVED
AND
FILED**

95 MAY -1 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Country

3. Date Incorporated or Qualified	3a. Date of Last Report
08/26/1985	05/01/1994
4. FEI Number	Applied For
06-0247840	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes	
<input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

B1	Name
B2	Street Address (P.O. Box Number is Not Acceptable)
B3	
B4	City
B5	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD
NAME	BARNES, WALLACE
STREET ADDRESS	123 MAIN STREET
CITY-ST-ZIP	BRISTOL CT
TITLE	VP
NAME	SNOWBERGER, DONALD E
STREET ADDRESS	123 MAIN STREET
CITY-ST-ZIP	BRISTOL CT
TITLE	PD
NAME	MARTIN, THEODORE
STREET ADDRESS	123 MAIN STREET
CITY-ST-ZIP	BRISTOL CT
TITLE	VT
NAME	LOCHER, JOHN J
STREET ADDRESS	123 MAIN STREET
CITY-ST-ZIP	BRISTOL CT
TITLE	S
NAME	BEARDSLEY, MARY LOUISE
STREET ADDRESS	123 MAIN STREET
CITY-ST-ZIP	BRISTOL CT
TITLE	VP
NAME	BESSER, JOHN E.
STREET ADDRESS	63 QUORN HUNT ROAD
CITY-ST-ZIP	W. SIMSBURY CT

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Thomas O. Barnes
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: J. Fach V.P.-Treasurer 4/27/95 (203) 583-7070