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**May 01 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
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 06010-6307**

3. Date Incorporated or Qualified **08/26/1985** 3a. Date of Last Report **05/01/1996**

4. FEI Number **06-0247840** Applied For 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 Yes No

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 **06011-0489** 25 29 **06011-0489** 30

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

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 title if applicable. (NOT Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	SVPF	<input checked="" type="checkbox"/> DELETE
NAME	HAMILTON DOUGLAS P.	
STREET ADDRESS	123 MAIN ST	
CITY-ST-ZIP	BRISTOL CT	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BARNES, THOMAS O.	
STREET ADDRESS	123 MAIN STREET	
CITY-ST-ZIP	BRISTOL CT	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	MARTIN, THEODORE	
STREET ADDRESS	123 MAIN STREET	
CITY-ST-ZIP	BRISTOL CT	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	LOCHER, JOHN J	
STREET ADDRESS	123 MAIN STREET	
CITY-ST-ZIP	BRISTOL CT	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BEARDSLEY, MARY LOUISE	
STREET ADDRESS	123 MAIN STREET	
CITY-ST-ZIP	BRISTOL CT	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	KOWALCHIK	
STREET ADDRESS	123 MAIN ST	
CITY-ST-ZIP	BRISTOL CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	William V. Grickis, Jr.	
1.3 STREET ADDRESS	123 Main Street	
1.4 CITY-ST-ZIP	Bristol, CT	
2.1 TITLE	SVP/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	P/CEO/D	<input checked="" 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	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Francis C. Boyle	
6.3 STREET ADDRESS	123 Main Street	
6.4 CITY-ST-ZIP	Bristol, CT	

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.

V.P.-Treasurer **4/25/97**
(866) 583-7070

CR2E034 (9/96)

BARNES GROUP INC

OFFICERS

Name	Title	Residence Address	S.S. #
Theodore E. Martin	President & CEO	2 North Ridge Rd., Burlington, CT 06013	077-32-9798
Thomas O. Barnes	Chairman of Board & Sr. V.P. - Administration	1900 Perkins St., Bristol, CT 06010	047-38-2668
John J. Locher	V.P. - Treasurer	44 Walnut Farms Dr., Farmington, CT 06032	128-34-5582
Francis C. Boyle	V.P. - Controller	82 Teeter Rock Rd., Trumbull, CT 06611	044-44-6648
William V. Griekis, Jr.	V.P. - General Counsel	185 Carnel Hill Rd., Bethlehem, CT 06751	044-44-9079
Mary Louise Beardsley	Assoc. General Counsel & Secretary	91 Larkspur Lane, Bristol, CT 06010	050-50-6578
Leonard Carlucci	V.P. BGI & President Bowman U.S.	1014 Orchard Lane, Broadview Heights, OH 44147	293-40-5051
Ali Fadel	V.P. BGI & President Associated Spring	42 Woodside Way, Bristol, CT 06011-2211	381-70-7550

DIRECTORS

Thomas O. Barnes	1900 Perkins St., Bristol, CT 06010	047-38-2668
Theodore E. Martin	2 North Ridge Rd., Burlington, CT 06013	077-32-9798
Gary G. Benanav	20 Northmoor Rd., West Hartford, CT 06117	081-36-5417
William S. Bristow, Jr.	* Aeris Ventures, LLC, 4 Farm Springs Rd., Farmington, CT 06032	040-38-9100
Robert J. Callander	105 Woods Run, Rollinsford, NH 03869	143-24-5476
George T. Carpenter	29 Still Hollow Rd., Tewksbury Township, Lebanon, NJ 08833	040-32-3327
Donna R. Ecton	163 Maureen Dr., Bristol, CT 06010	290-44-3650
Frank E. Grzelecki	* S. Carpenter Construction Co., 67 Race St., Bristol, CT 06010	105-28-7074
Marcel P. Joseph	5602 East Via Buena Vista, Paradise Valley, AZ 85253	014-26-8953
	* PETSMART, 1000 N. 31st Ave., Ste. C100, Phoenix, AZ 85051	
	312 Greenley Rd., New Canaan, CT 06840	
	* Handy & Harman, 555 Theodore Fremd Ave., Rye, NY 10580	
	109 Troon Point Lane, Ponte Verde Beach, FL 32082	

* Business Address

All Others - Business Address is 123 Main St., Bristol, CT 06010