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May 13, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **P07211** ✓

1. Corporation Name
 Barnes Group Inc.

Principal Place of Business
 Executive Office
 123 Main Street
 Bristol, CT 06011-0489
 US

Mailing Address
 Executive Office
 123 Main Street
 Bristol, CT 06011-0489
 USA

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 23 City & State
 23 Zip
 24 Country

2a. Mailing Address
 25 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 30 Country

3. Date Incorporated or Qualified
 8/26/85

4. FEI Number
 06-0247840

5. Certificate of Status Desired Applied For
 Not Applicable
 \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes 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
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	VP	<input type="checkbox"/> DELETE
NAME	Carlucci, Lenard	
STREET ADDRESS	123 Main Street	
CITY-ST-ZIP	Bristol, CT 06011	
TITLE	SVHR	<input type="checkbox"/> DELETE
NAME	Arrington, John R.	
STREET ADDRESS	123 Main Street	
CITY-ST-ZIP	Bristol, CT 06011	
TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	Carpenter, Edmund M.	
STREET ADDRESS	123 Main Street	
CITY-ST-ZIP	Bristol, CT 06011	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	Locher, John J.	
STREET ADDRESS	123 Main Street	
CITY-ST-ZIP	Bristol, CT 06011	
TITLE	SVF/CFO	<input type="checkbox"/> DELETE
NAME	Murphy, Terry M.	
STREET ADDRESS	123 Main Street	
CITY-ST-ZIP	Bristol, CT 06011	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	Boyle, Frank C.	
STREET ADDRESS	123 Main Street	
CITY-ST-ZIP	Bristol, CT 06011	

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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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 all other like empowered.

SIGNATURE: *[Signature]*

V.P.-Treasurer 4/28/99 (860)583-7070