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FILED
May 02 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 # P92000000231 (0)

1. Corporation Name
BARNEY'S JUNK YARD, INC.



Principal Place of Business: 6840 NORTH HAVERHILL ROAD, WEST PALM BEACH FL 33407 US
Mailing Address: 6840 NORTH HAVERHILL ROAD, WEST PALM BEACH FL 33407-1104

3. Date Incorporated or Qualified: 10/28/1992
3a. Date of Last Report: 04/29/1996

2. Principal Place of Business: 21 Barneys Junkyard Inc. Suite, Apt. #, etc.
2a. Mailing Address: 26 6840 N. Haverhill Rd. Suite, Apt. #, etc.

4. FEI Number: 65-0375412
Applied For: Not Applicable

22. City & State: 23 71
27. City & State: 28 W.P. Beach

5. Certificate of Status Desired: \$8.75 Additional Fee Required

24. Zip: 33407 Country: Palm Beach
29. Zip: 33407 Country: Palm Beach

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

9. Name and Address of Current Registered Agent: LAMORE, GENE W, 6840 NORTH HAVERHILL ROAD, WEST PALM BEACH FL 33407

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: Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	LAMORE, GENE W	
STREET ADDRESS	6840 N. HAVERHILL ROAD	
CITY-ST-ZIP	WEST PALM BEACH FL 33407	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LAMORE, DAWNA L	
STREET ADDRESS	6840 N. HAVERHILL ROAD	
CITY-ST-ZIP	WEST PALM BEACH FL 33407	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	WITTEMORE, ALANNA L	
STREET ADDRESS	3840 N HAVERHILL RD	
CITY-ST-ZIP	WEST PALM BEACH FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WHITAMORE, ALANNA L	
STREET ADDRESS	6840 N. HAVERHILL ROAD	
CITY-ST-ZIP	WEST PALM 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 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 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: [Signature] 5/1-8/12/1997

CR2E034 (9/96)