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FILED
May 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 # P93000008456 (4)

1. Corporation Name
BARNES & MURRELL, INC.



Principal Place of Business
411 PALM SPRINGS BLVD.
INDIAN HARBOR BEACH FL 32937

Mailing Address
411 PALM SPRINGS BLVD.
INDIAN HARBOR BEACH FL 32937-2645

3. Date Incorporated or Qualified 01/26/1993	3a. Date of Last Report 06/19/1996
4. FEI Number 59-3161451	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$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	

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 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

GIFFORD, WARREN C III
411 PALM SPRINGS BLVD.
INDIAN HARBOR BEACH FL 32937

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 (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	ST	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVISON, KATHIE A	1.2 NAME	
STREET ADDRESS	N COUTHOUSE SQ, 1000 JACKSON	1.3 STREET ADDRESS	
CITY-ST-ZIP	TOLEDO OH	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIFFORD, WARREN C III	2.2 NAME	
STREET ADDRESS	411 PALM SPRINGS BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	INDIAN HARBOR BEACH FL	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMMS, DONALD L	3.2 NAME	
STREET ADDRESS	411 PALM SPRINGS BLVD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	INDIAN HARBOR BCH. FL	3.4 CITY-ST-ZIP	
TITLE	P	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VAN GUNTEN, EDWARD A	4.2 NAME	
STREET ADDRESS	3425 EXECUTIVE PKWY., SUITE 206	4.3 STREET ADDRESS	
CITY-ST-ZIP	TOLEDO OH	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Kathie A. Levison* 4/30/97

CR2E034 (9/96)