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**May 09 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 # P93000021076 (3)

1. Corporation Name
A.M. BARNES GROUP, INC.



Principal Place of Business: **16261 OLD US 41 FT MYERS FL 33912 US**
Mailing Address: **16261 OLD US 41 FT MYERS FL 33912-2269 US**

3. Date Incorporated or Qualified: **03/22/1993**
3a. Date of Last Report: **04/30/1996**
4. FEI Number: **65-0391282**
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: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
**BARNES, ALAN
1116 SE 12TH AVENUE
CAPE CORAL FL 33990**

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

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	BARNES, ALAN	
STREET ADDRESS	16261 OLD US 41	
CITY - ST - ZIP	FT MYERS FL	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	BARNES, VICKY	
STREET ADDRESS	16261 OLD US 41	
CITY - ST - ZIP	FT MYERS FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	SENESE, TONYA B	
STREET ADDRESS	16261 OLD US 41	
CITY - ST - ZIP	FT MYERS 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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	VST Vicky L. Barnes
2.3 STREET ADDRESS	16261 Old US 41
2.4 CITY - ST - ZIP	Ft Myers FL
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Senese Tonya
3.3 STREET ADDRESS	16261 Old US 41
3.4 CITY - ST - ZIP	Ft Myers, FL
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Barnes, K. Scott
4.3 STREET ADDRESS	16261 Old US 41
4.4 CITY - ST - ZIP	Ft Myers FL
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, information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same 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, I appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Vicky L. Barnes*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-27-97 1941-433-5575
Daytime Phone #

CR2E034 (9/96)