

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 25, 1999 8:00 am
Secretary of State
08-25-1999 90002 030 ***550.00

PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P93000021076
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 US |
|---|---|

| | |
|---|--|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country |
|---|--|

DO NOT WRITE IN THIS SPACE

| | | |
|--|--|---|
| 3. Date Incorporated or Qualified 03/22/1993 | 4. FEI Number 65-0391282 | 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 owes the current year Intangible Personal Property. Yes No |

9. Name and Address of Current Registered Agent
**BANSPOCH, ALAN WELLING
8191 COLLEGE PARKWAY
SUITE 304
FORT MYERS FL 33919**

10. Name and Address of New Registered Agent

| | |
|---|-------------|
| 81 Name | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | FL |

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 Alan Welling Banspach DATE 8-18-99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-----------------|--------|
| TITLE | P | DELETE |
| NAME | BARNES, ALAN | |
| STREET ADDRESS | 16261 OLD US 41 | |
| CITY-ST-ZIP | FT MYERS FL | |
| TITLE | VST | DELETE |
| NAME | BARNES, VICKY L | |
| STREET ADDRESS | 16261 OLD US 41 | |
| CITY-ST-ZIP | FT MYERS FL | |
| TITLE | V | DELETE |
| NAME | SENESE, TONYA | |
| STREET ADDRESS | 16261 OLD US 41 | |
| CITY-ST-ZIP | FT MYERS FL | |
| TITLE | V | DELETE |
| NAME | BARNES, K S | |
| STREET ADDRESS | 16261 OLD US 41 | |
| CITY-ST-ZIP | FT MYERS FL | |
| TITLE | | DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | | |
|--------------------|-----------------------------|--------|----------|
| 1.1 TITLE | P | Change | Addition |
| 1.2 NAME | Barnes Alan | | |
| 1.3 STREET ADDRESS | 14200 Hickory Marsh Ln #111 | | |
| 1.4 CITY-ST-ZIP | FT Myers, FL 33912 | | |
| 2.1 TITLE | VST | Change | Addition |
| 2.2 NAME | Barnes Vicky | | |
| 2.3 STREET ADDRESS | 14200 Hickory Marsh Ln #111 | | |
| 2.4 CITY-ST-ZIP | FT Myers FL 33912 | | |
| 3.1 TITLE | | Change | Addition |
| 3.2 NAME | | | |
| 3.3 STREET ADDRESS | | | |
| 3.4 CITY-ST-ZIP | | | |
| 4.1 TITLE | | Change | Addition |
| 4.2 NAME | | | |
| 4.3 STREET ADDRESS | | | |
| 4.4 CITY-ST-ZIP | | | |
| 5.1 TITLE | | Change | Addition |
| 5.2 NAME | | | |
| 5.3 STREET ADDRESS | | | |
| 5.4 CITY-ST-ZIP | | | |
| 6.1 TITLE | | Change | Addition |
| 6.2 NAME | | | |
| 6.3 STREET ADDRESS | | | |
| 6.4 CITY-ST-ZIP | | | |

14. I 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: Alan Barnes 7-30-99 941-433-5575