2005 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P98000051727

Entity Name: BARNES FINANCIAL GROUP, INC.

FILED Jun 27, 2005 Secretary of State

Current Principal Place of Business:	New Principal Place of Business:

1580 SAWGRASS CORPORATE PKWY, STE 130

SUNRISE, FL 33323

Current Mailing Address: New Mailing Address:

1580 SAWGRASS CORPORATE PKWY, STE 130

SUNRISE, FL 33323

FEI Number: 65-1120958 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

PINEDA, ENRICO 4311 OKEECHOBEE BLVD, #32 WEST PALM BEACH, FL 33409 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent Date

In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: P () Delete Title: P (X) Change () Addition Name: CARSON, BILLY P (X) Change () Addition Name: CARSON, BILLY

 Name:
 CARSON, BILLY
 Name:
 CARSON, BILLY

 Address:
 926 MARINA DRIVE
 Address:
 1580 SAWGRASS CORP PKWY #130

 City-St-Zip:
 WESTON, FL 33327
 City-St-Zip:
 FORT LAUDERDALE, FL 33323

Name: SPENCER, APRIL Name: SPENCER, APRIL

Address: 926 MARINA DRIVE Address: 1580 SAWGRASS CORP PKWY #130 City-St-Zip: WESTON, FL 33327 City-St-Zip: FORT LAUDERDALE, FL 33323

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: BILLY CARSON PRES 06/27/2005