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Mar 10 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 # V40158 (0)

1. Corporation Name
A. C. BARNEY CORPORATION



Principal Place of Business: 11951 W OKEECHOBEE ROAD, HIALEAH GARDENS FL 33016 US
Mailing Address: 11951 W OKEECHOBEE ROAD, HIALEAH GARDENS FL 33018-2918 US

3. Date Incorporated or Qualified: 05/29/1992
3a. Date of Last Report: 02/09/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-30) fields with sub-headers for Suite, City & State, Zip, and Country.

4. FEI Number: 65-0334750
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 (checked), No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BARNEY, AUGUSTO
11951 W OKEECHOBEE ROAD
HIALEAH GARDENS FL

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

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Table with columns for Title, Name, Street Address, City-ST-ZIP, and a DELETED checkbox. Includes entries for PD BARNEY, AUGUSTO and STD BARNEY, CONSUELO.

Table with columns for 1.1-1.4 (Title, Name, Street Address, City-ST-ZIP) and checkboxes for Change and Addition.

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: *Augusto Barney* 3-4-97 305-927355/
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)