

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Feb 18 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000445 (8)
 1. Corporation Name
BARNES & ASSOCIATES PROFESSIONAL SERVICES, INC.



Principal Place of Business 6300 WILSHIRE BLVD STE - 700 LOS ANGELES CA 90010 US	Mailing Address 6300 WILSHIRE BLVD STE - 700 LOS ANGELES CA 90048-5202 US
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3. Date Incorporated or Qualified 12/22/1992	3a. Date of Last Report 02/19/1996
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21. Principal Place of Business Suite, Apt. #, etc. City & State Zip 90048	22. Mailing Address Suite, Apt. #, etc. City & State Zip 90048
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4. FEI Number 95-4400428	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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	
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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
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BARNES, JAMES E		1.2 NAME	
STREET ADDRESS 5915 CHARITON AVENUE		1.3 STREET ADDRESS	
CITY-ST-ZIP LOS ANGELES CA 90056		1.4 CITY-ST-ZIP	
TITLE VTD	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME RHODES, GAIL A		2.2 NAME	
STREET ADDRESS 313 E. SOLEDAD PLASS ROAD		2.3 STREET ADDRESS 313 E. Soledad Pass Road.	
CITY-ST-ZIP PALMDALE CA 93550		2.4 CITY-ST-ZIP	
TITLE VD	<input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BARNES, MARK A		3.2 NAME	
STREET ADDRESS 7402 THICKET TRAIL		3.3 STREET ADDRESS	
CITY-ST-ZIP HUMBLE TX		3.4 CITY-ST-ZIP HUMBLE, TX 77346	
TITLE S	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME ROSS, JUDITH A		4.2 NAME	
STREET ADDRESS 2521 GREENFIELD AVENUE		4.3 STREET ADDRESS	
CITY-ST-ZIP LOS ANGELES CA		4.4 CITY-ST-ZIP LOS ANGELES, CA 90064	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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: *Judith A. Ross* 2/11/97 (212) 282-3500

CR2E034 (9/96)