

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

FILED  
May 14 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # **F92000000445 (8)**  
1. Corporation Name  
**BARNES & ASSOCIATES PROFESSIONAL SERVICES, INC.**



Principal Place of Business <b>6300 WILSHIRE BLVD STE - 700 LOS ANGELES CA 90048 US</b>	Mailing Address <b>6300 WILSHIRE BLVD STE - 700 LOS ANGELES CA 90048 US</b>
--	--

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>21 SAME AS ABOVE</b> Suite, Apt. #, etc.		2a. Mailing Address <b>26 SAME AS ABOVE</b> Suite, Apt. #, etc.		3. Date Incorporated or Qualified <b>12/22/1992</b>	
22 City & State		27 City & State		4. FEI Number <b>95-4400428</b> Applied For Not Applicable	
23 Zip		28 Zip		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
24 Country		29 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
25		30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>				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 <b>FL</b>	

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	<b>BARNES, JAMES E</b>			1.2 NAME			
STREET ADDRESS	<b>5915 CHARITON AVENUE</b>			1.3 STREET ADDRESS			
CITY-ST-ZIP	<b>LOS ANGELES CA 90058</b>			1.4 CITY-ST-ZIP			
TITLE	VTD	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	<b>RHODES, GAIL A</b>			2.2 NAME			
STREET ADDRESS	<b>313 E SOLEDAD PASS RD</b>			2.3 STREET ADDRESS			
CITY-ST-ZIP	<b>PALMDALE CA</b>			2.4 CITY-ST-ZIP			
TITLE	VD	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	<b>BARNES, MARK A</b>			3.2 NAME			
STREET ADDRESS	<b>7402 THICKET TRAIL</b>			3.3 STREET ADDRESS			
CITY-ST-ZIP	<b>HUMBLE TX</b>			3.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	<b>ROSS, JUDITH A</b>			4.2 NAME			
STREET ADDRESS	<b>2521 GREENFIELD AVENUE</b>			4.3 STREET ADDRESS			
CITY-ST-ZIP	<b>LOS ANGELES CA</b>			4.4 CITY-ST-ZIP			
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 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* 5/1/98 6212762-3500

CR2E034 (10/97)