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Barnett

Carole A. Nixon
Assistant Vice President
Regulatory Relations

Barnett Banks, Inc.
50 North Laura Street
Jacksonville, FL 32202-3638

December 8, 1997

Mr. Steven Godfrey
Corporate Specialist
Filings Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Dear Mr. Godfrey:

Enclosed is the original and one copy of the Articles of Dissolution for Barnett Center, Inc., a wholly-owned subsidiary of Barnett Banks, Inc. that is being dissolved. Also enclosed is a check in the amount of \$35.00 which represents the required filing fee.

Please contact me at (904) 791-5039 if you have any questions or require additional information,

Sincerely,

Carole A. Nixon

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF DISSOLUTION
OF
BARNETT CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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BARNETT CENTER, INC., a Florida corporation (the "Corporation"), by its undersigned officer, files these Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes, and states as follows:

The name of the corporation is BARNETT CENTER, INC.

The dissolution of the Corporation was authorized by written consent of all shareholders of the Corporation, pursuant to section 607.0704 of the Florida Statutes, said written consent being dated September 30, 1997.

The dissolution of the Corporation was authorized by all of the shareholders of the Corporation.

IN WITNESS WHEREOF and for the purpose of dissolving the Corporation under the laws of the State of Florida, the undersigned officer of the Corporation executes these Articles of Dissolution this 28th day of November, 1997.

Witness

Signature of Officer

Witness

Allen Jarboe
Name (Print or Type)

President & CEO
Title

(Seal)