

121467

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

FIRST CITY BANCORP, INC., a Georgia corporation (not qualified in Florida)

INTO

BARNETT BANKS, INC., a Florida corporation, 121467.

File date: September 30, 1997

Corporate Specialist: Louise Flemming-Jackson



Carole A. Nixon
Assistant Vice President
Regulatory Relations

Barnett Banks, Inc.

50 North Laura Street
Jacksonville, Florida 32202-3638

September 29, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002307720--9
-09/30/97--01045--001
*****70.00 *****70.00

Dear Sir:

Enclosed are original Articles of Merger and the Agreement and Plan of Merger required in conjunction with the merger of First City Bancorp, Inc. and Barnett Banks, Inc. The merger of First City Bancorp, Inc. with and into Barnett Banks, Inc. is to be effective as of September 30, 1997. Also enclosed is a check in the amount of \$70.00 payable to the Secretary of State 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

FILED
97 SEP 30 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
LFT 10-8-97

**ARTICLES OF MERGER
OF
FIRST CITY BANCORP, INC., a Georgia corporation
INTO
BARNETT BANKS, INC., a Florida corporation ("Surviving
Corporation"), with name of Surviving Corporation Remaining
Barnett Banks, Inc.**

FILED
97 SEP 30 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1104 and 607.1105 of the Florida Business Corporation Act and the provisions of O.C.G.A. § 14-2-1101 of the Georgia Business Corporation Code (the "Georgia Act"), the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger (the "Plan of Merger") was approved by the Boards of Directors of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act and the Georgia Act:

See Exhibit "A" attached hereto

Second: The Surviving Corporation is Barnett Banks, Inc., whose corporate name will remain "Barnett Banks, Inc.," as provided in the Plan of Merger.

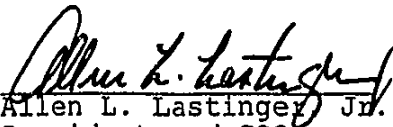
Third: The approval of the shareholders of the undersigned corporations was not required to merge the corporations, because Barnett Banks, Inc., owns all of the issued and outstanding shares of common stock of First City Bancorp, Inc.

Fourth: The Effective Date of the merger described herein shall be the date on which these Articles of Merger are filed with the Florida Department of State and the Georgia Department of State.

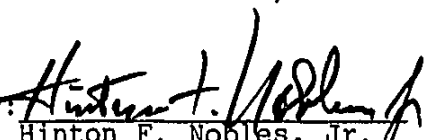
Fifth: The Board of Directors of Barnett Banks, Inc. and First City Bancorp, Inc. each approved the merger and Plan of Merger.

DATED: September 22, 1997

BARNETT BANKS, INC.

By: 
Allen L. Lastinger, Jr.
President and COO

FIRST CITY BANCORP, INC.

By: 
Hinton F. Nobles, Jr.
Executive Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of this 22nd day of September, 1997, by and between First City Bancorp, Inc., a Georgia corporation ("First City"), and Barnett Banks, Inc., a Florida corporation ("Barnett").

WITNESSETH:

WHEREAS, FIRST CITY is a corporation duly organized, validly existing and in good standing under the laws of the State of Georgia; and

WHEREAS, BARNETT is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS Barnett owns all of the issued and outstanding shares of First City Common Stock and the respective Boards of Directors of Barnett and First City deem it advisable, for the benefit of their respective corporations and shareholders, that First City be merged into Barnett, with Barnett as the surviving corporation (in its capacity as surviving corporation; Barnett is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and pursuant to the provisions of the Georgia Business Corporation Act (the "Georgia Act") and hereby approve this Agreement in substantially the form presented; and

NOW, THEREFORE, in consideration of the forgoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. Merger. The names of the corporations which propose to merge are FIRST CITY BANCORP, INC. and BARNETT BANKS, INC. In accordance with the provisions of the Florida Act and Georgia Act, at the Effective Date (as hereinafter defined), First City shall be merged into Barnett and Barnett shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. Except as may otherwise be set forth herein, the corporate existence and identity of Barnett, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of First City with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of Barnett and the Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of First City shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of this Agreement and Plan of Merger and the Articles of Merger with the Secretary of State of the State of Florida pursuant to the Florida Act and the Secretary of State of the State of Georgia pursuant to the Georgia Act.

4. Corporate Governance.

a. The Articles of Incorporation of Barnett, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of Barnett in effect as of the Effective Date shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for Barnett as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the First City Common Stock into Barnett Common Stock shall be as follows:

a. The shares of First City Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be deemed terminated and of no further force or effect, in recognition that Barnett is the sole shareholder of First City.

b. The stock transfer books of First City shall be closed as of the close of business on the Effective Date and no transfer of record of any of the First City Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of First City and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to First City shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of First City and any claim existing or action or proceeding pending by or against First City or Barnett may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of First City or Barnett shall be impaired by the merger.

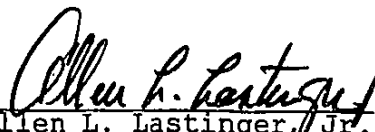
7. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be the name of Barnett Banks, Inc.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

"Barnett"

Barnett Banks, Inc.

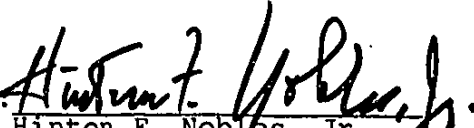
By:


Allen L. Lastinger, Jr.
President and COO

"First City"

First City Bancorp, Inc.

By:


Hinton F. Nobles, Jr.
Executive Vice President