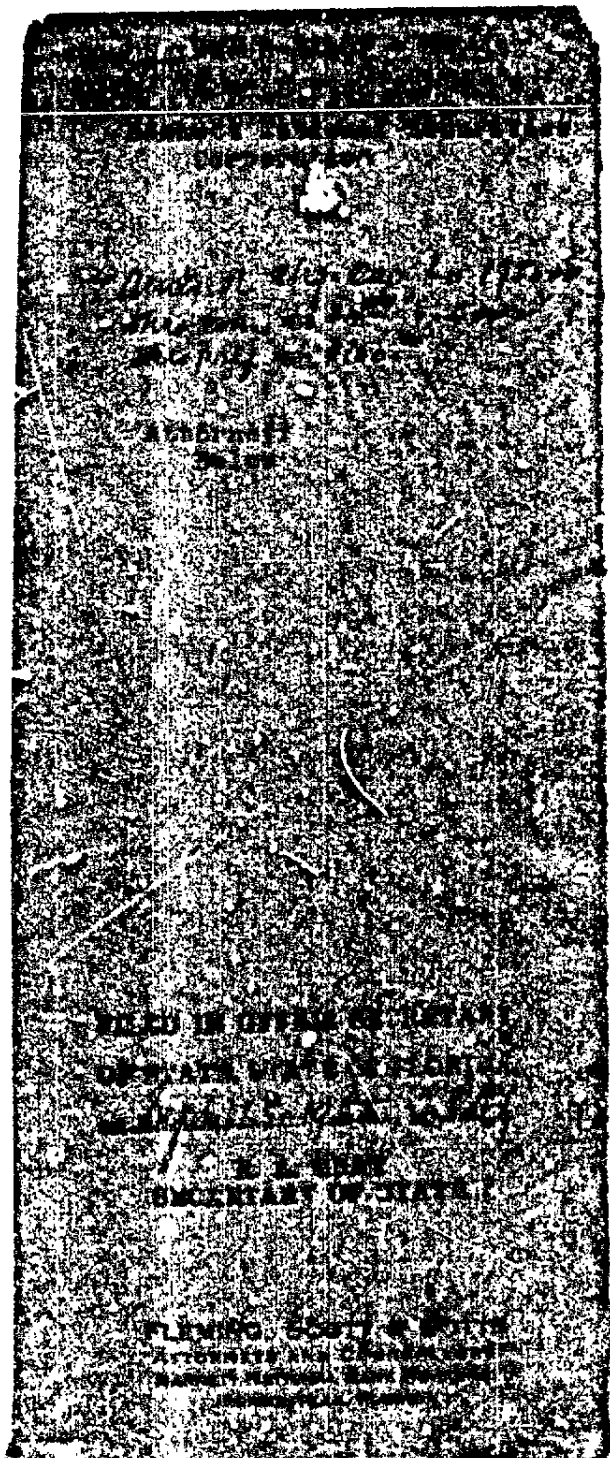


121467

Amendment
Filed 9-15-55

6pgs.



CHARLES R. SCOTT
GUY W. BOTTS
JAMES M. ELLIOT
JAMES M. HANNEY
JOHN S. COX
GRAY C. RAMSAUR
EARL S. MADLOW
ROBERT C. WHITEHEAD, JR.
FRANCIS R. HAMILTON
JOHN E. ROGUEMORE
JOSEPH R. SPECTOR
MARVIN L. THACKER

FLEMING, SCOTT & BOTTS

BARNETT NATIONAL BANK BUILDING
P.O. BOX 4088
JACKSONVILLE 1, FLORIDA

FRANCIS P. FLEMING
1878-1948

September 14, 1955.

Hon. R. A. Gray,
Secretary of State,
Tallahassee, Florida.

Dear Mr. Gray:

Enclosed is Certificate of Amendment to the Articles of Incorporation of Barnett National Securities Corporation, together with check of that Corporation, payable to your order in the amount of \$13.00, to cover the filing fee, plus one certified copy of the Amendment.

In accordance with your letter to me of September 13th, there is no additional charter tax to be paid in connection with this Amendment.

Please advise us when the Amendment has been filed and supply us with a certified copy.

Very truly yours,

FLEMING, SCOTT & BOTTS

By

Handwritten signature

C. TAX	10.00
FILING	
R. AGENT FEE	3.00
C. COPY	
TOTAL	13.00
PAID	13.00
RECEIVED	

GWB/JH
Encl.

RECEIVED
SEP 15 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARNETT NATIONAL SECURITIES CORPORATION

AMENDMENT OF
CERTIFICATE OF INCORPORATION

APPROVED AND FILED

J. A. [Signature]
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
SEP 15 AM 9:16
RECEIVED

Barnett National Securities Corporation, a corporation organized and existing under and by virtue of the laws of the State of Florida, hereby certifies that at a meeting of its Board of Directors regularly called and held on the 23rd day of August, A. D. 1955, the said Board of Directors adopted a resolution proposing an amendment to its Certificate of Incorporation, declaring the advisability of such amendment, and calling a meeting of the stockholders of record entitled to vote for a consideration thereof; and

That at the meeting of the stockholders of the said corporation held pursuant to the call of the Board of Directors thereof as aforesaid, on the 14th day of September, A. D. 1955, at which meeting were present more than 66-2/3 per centum of all of the stockholders of record of said corporation, of which meeting due and timely notice was given to all stockholders of record, the amendment to the Certificate of Incorporation proposed by the resolution of said Board of Directors was unanimously adopted, which said amendment is as follows:

1. That paragraph (a) of ARTICLE THIRD of the Certificate of Incorporation of this Corporation is hereby amended to read as follows:

STATE OF FLORIDA }
COUNTY OF DUVAL } SS

Before me, the undersigned, a notary public in and for the State of Florida at Large, an officer duly authorized to take acknowledgments of deeds and other instruments, personally appeared W. R. McQuaid, President of Barnett National Securities Corporation, a corporation, and also personally appeared E. G. Haskell, the Secretary of the said corporation; the said persons being severally well known to me and known by me to be the same individuals who as such President and as such Secretary executed the above Certificate on behalf of said corporation; and he, the said President, acknowledged that as such President he subscribed the said corporate name to said Certificate on behalf and by authority of said corporation, and he, the said Secretary, acknowledged that he affixed the seal of said corporation to said Certificate and attested the same by subscribing his name as Secretary of said corporation, by authority and on behalf of said corporation, and the two persons above named acknowledged that they, as such President and Secretary, delivered said Certificate by authority and on behalf of said corporation and that all such acts were done freely and voluntarily and for the uses and purposes in said Certificate set forth and that such Certificate is the free act and deed of said corporation; and each of the said persons further acknowledged and declared that he knows the seal of said corporation, and that the seal affixed to said Certificate is the corporate seal of the corporation aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 14 day of September, A. D. 1955, at Jacksonville, Duval County, Florida.

Olive J. Vaughan
Notary Public, State of Florida at Large.

My commission expires: Sept. 16, 1958.
Notary Public, State of Florida at Large
My commission expires Sept. 16, 1958.
Signed by Notary Public Corporation.

ARTICLE THIRD: (a) The maximum number of shares of stock with nominal or par value which the Corporation is authorized to have outstanding at any time is five thousand (5,000) shares of preferred stock of the par value of one hundred dollars (\$100.00) each, amounting in the aggregate to five hundred thousand dollars (\$500,000.00), and one hundred seventy-five thousand (175,000) shares of common stock of the par value of \$4.00 per share, amounting in the aggregate to seven hundred thousand dollars (\$700,000.00).

IN WITNESS WHEREOF, said Barnett National Securities Corporation has caused this Certificate to be subscribed in its corporate name by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this 14th day of September, A. D. 1955, at Jacksonville, Duval County, Florida.

BARNETT NATIONAL SECURITIES CORPORATION,

By

W. B. Breckinridge
Its President

ATTEST:

W. B. Breckinridge
Secretary