

Articles of Amendment

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## ARTICLES OF AMENDMENT CERTIFYING THE DESIGNATION, PREFERENCES, RIGHTS AND LIMITATIONS OF

JUNIOR PARTICIPATING PREFERRED STOCK \$0.10 PAR VALUE

of

## BARNETT BANKS, INC.

Pursuant to Section 607.0602 of the Florida Business Corporations Act

11.10

The undersigned Catherine C. Cosby, the Secretary of Barnett Banks, Inc., a Florida Corporation (hereinafter called the "Corporation"), DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of the Corporation without shareholder action, which was not required, at a meeting duly convened and held on July 22, 1992, at which a quorum was present and acting throughout:

RESOLVED, that Section (a) of the Articles of Amendment Certifying the Designation, Preferences, Rights and Limitations of the Junior Participating Preferred Stock, \$0.10 par value of the Corporation is hereby amended to read as follows:

(a) <u>Designation</u>. The designation of the series of Preferred Stock created by this resolution shall be "Junior Participating Preferred Stock" (hereinafter called "this Series") and the number of shares constituting this Series is Two Million shares (2,000,000).

IN WITHESS WHEREOF, Barnett Banks, Inc. has caused these Articles of Amendment to be signed by its Secretary, Catherine C. Cosby, this 200 day of July, 1992.

BARNETT BANKS, INC.

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Name: Catherine C. Cosby

Title: Secretary