

121467

Amendment

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Filed 6-4-82

4 pgs.

SRC
K-2257

SRC#-A-2257

MAHONEY HADLOW & ADAMS
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS
BARNETT BANK BUILDING • 100 LAURA STREET
POST OFFICE BOX 4099
JACKSONVILLE, FLORIDA 32201
(904) 354-1100 • TELEX 56-361 FLALAW JAX.

005 2930 6/01/82

255.0

Date	6/10/82
VOIDED	

121467

May 26, 1982

Department of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32304

006 6503 6/09/82

250.

006 6503 6/09/82

255.0

006 6503 6/09/82

255.0

006 6503 6/09/82

255.0

Re: Barnett Banks of Florida, Inc.

Gentlemen:

006 6503 6/09/82

30.0

006 6503 6/09/82

255.0

Enclosed for filing is a Certificate of Amendment of the Certificate of Incorporation of Barnett Banks of Florida, Inc. increasing its authorized preferred stock, \$0.10 par value, from five million shares to ten million shares, together with the Corporation's check in the amount of \$295.00 in payment of the applicable filing fees, taxes and certified copy charges.

Please furnish us with two certified copies of the Certificate of Amendment.

Amend to Stock

Thank you for your cooperation in this matter.

Very truly yours,

CHARTER TOL

OVERPAYMENT

125.00
125.00

Jan. R. Long
Janice R. Long
Legal Assistant

FILED
JUN 4 9 52 AM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JRL/cg

Enclosures

Name	6-2-82
Availability	
Document Examiner	SAG
Updater	TA 6-7
Updater Verifier	TA 6-7
Acknowledgement	AS
V. P. Verifier	6/6/82

G. TAX _____ 250.
FILING _____ 15.00
R. AGENT FEE _____
C. COPY _____ 30.00
TOTAL _____ 295.
BANK _____
BALANCE DUE _____
FUND _____

140/121467

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

FILED
JUN 4 9 52 AM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Charles E. Rice and Michael A. Walters, President/Chief Executive Officer and Senior Vice President/Secretary, respectively, of Barnett Banks of Florida, Inc., a Florida corporation ("Corporation"), do hereby certify that:

1. At a meeting of the Board of Directors of the Corporation duly called and held on January 20, 1982, the Board of Directors approved the following amendment of Section 4.1 of Article IV of the Corporation's Amended and Restated Articles of Incorporation and proposed such amendment to the shareholders of the Corporation.

2. A meeting of the shareholders of the Corporation was duly called and held on April 21, 1982, and at that meeting shareholders holding a majority of the stock entitled to vote thereon resolved, in accordance with Section 607.187, Florida Statutes, that Section 4.1 of Article IV of the Corporation's Amended and Restated Articles of Incorporation be repealed in its entirety and amended to read as follows:

"Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is forty million (40,000,000) shares, which shall be divided into classes as follows:

- (a) ten million (10,000,000) shares of preferred stock, \$0.10 par value per share (hereinafter referred to as "Preferred Stock"); and
- (b) thirty million (30,000,000) shares of common stock, \$2.00 par value per share (hereinafter referred to as "Common Stock").

All of such shares shall be issued fully paid and nonassessable."

IN WITNESS WHEREOF, the undersigned have affixed their signatures and the seal of this Corporation, this 26th day of May, 1982.

BARNETT BANKS OF FLORIDA, INC.

By: Charles E. Rice
Charles E. Rice, President
and Chief Executive Officer

ATTEST:

Michael A. Walters
Michael A. Walters,
Senior Vice President
and Secretary

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

Before me, the undersigned authority, personally appeared Charles E. Rice, President and Chief Executive Officer of Barnett Banks of Florida, Inc., a Florida corporation, who first being sworn, says that he executed the foregoing instrument freely and voluntarily for the purposes stated therein on behalf of the Corporation.

Sworn to before me this 26th day of May, 1982.

Marjette Don Morris
Notary Public, State of Florida
at Large.

My commission expires:

Notary Public, State of Florida at Large
My Commission Expires April 17, 1983
Bundled by Secretary Dan A. Corbett, Corbett