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Amendment

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Filed 5-3-73

5 pgs.

#A-21467 (yy)

BARNETT BANKS OF FLORIDA, INC.

Amend ART THIRD, Inc. cap
stk to 33,000 sh @ \$20.00

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA

by ca on 5/3/73

RICHARD (DICK) STONE
SECRETARY OF STATE

MAHONEY, HADLOW, CHAMBERS & ADAMS

**BARNETT BANK BUILDING
100 LAURA STREET
POST OFFICE BOX 4088
JACKSONVILLE, FLORIDA 32201
(904) 386-6884**

**TALLAHASSEE OFFICE
SUITE 242 BARNETT BANK BUILDING
TALLAHASSEE, FLORIDA 32301**

**WILLIAM H. ADAMS, I
THOMAS M. BAUER
PHILLIP R. BROOKS
L. KINDER CANNON, III
JACK H. CHAMBERS
CHARLES E. COMANDER, III
GUY C. FARMER, I
JOHN G. GRIMSLEY
EARL S. HADLOW
W. DE L. HOPKINS
GEORGE L. HUDSPETH
WILLIAM D. KING
MITCHELL W. LESLER
JAMES W. MAHONEY
LUTHER P. SADLER, JR.
FRED H. STEFFEY
J. FRANK SURFACE**

**JAMES A. BLEDSOE, JR.
JEAN C. COKE
WALTON O. CONE
HOWARD L. DALE
MICHAEL F. DAWES
KENNETH M. FINK
DANIEL J. GALLAGHER
PAUL H. GLENN, JR.
KENNETH M. KEEFE, JR.
JAMES B. KEAEE, JR.
JOHN J. MIRALE
FRANK M. MOOR
STEPHEN J. PAJIC, III
BARRY R. SANS
WILLIAM C. WILLIAMS**

May 1, 1973

Honorable Richard Stone
Secretary of State of Florida
State Capitol Building
Tallahassee, Florida 32304

Attention: Corporations Division

Re: Barnett Banks of Florida, Inc.

Dear Mr. Stone:

Enclosed for filing is a Certificate of Amendment of the Certificate of Incorporation of Barnett Banks of Florida, Inc. increasing its authorized common stock, \$2 par value, from 10,000,000 shares to 20,000,000 shares, together with the Corporation's check in the amount of \$6,420.00 in payment of the applicable filing fees, taxes and certified copy charges.

Please furnish us with two certified copies of the Certificate of Amendment and one certified copy of the Composite Certificate of Incorporation, including the most recent amendment.

Thank you for your cooperation in this matter.

Very truly yours,

L. Kinder Cannon, III
L. Kinder Cannon, III

LKC/lbt
Encls.

PRIVILEGE TAX	
C. TAX	6375.00
FILING	15
C. COPY	30
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	6420.00
BALANCE DUE	
REFUND	1375.00

CT 5000

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION

The undersigned, G. W. Botts, and Thomas C. Dyer, Chairman of the Board/Chief Executive Officer and 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 February 21, 1973, the Board of Directors approved the following amendment of paragraph (a) of Article Third of the Corporation's Certificate of Incorporation and proposed such amendment to the stockholders of the Corporation.

2. A meeting of the stockholders of the Corporation was duly called and held on April 18, 1973, and at that meeting stockholders holding a majority of the stock entitled to vote thereon resolved that paragraph (a) of Article Third of the Corporation's Certificate of Incorporation be amended in its entirety to read as follows:

"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 Thirty-three Thousand (33,000) shares of preferred stock of the par value of Twenty Dollars (\$20) per share, amounting in the aggregate to Six Hundred Sixty Thousand Dollars

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(\$660,000), and Twenty Million (20,000,000) shares of common stock of the par value of Two Dollars (\$2) per share, amounting in the aggregate to Forty Million Dollars (\$40,000,000)."

IN WITNESS WHEREOF, the undersigned have affixed their signatures and the seal of this Corporation, this 30th day of April, 1973.

BARNETT BANKS OF FLORIDA, INC.

By

Guy W. Botts
Chairman of the Board and
Chief Executive Officer

ATTEST:

Thomas C. Duer
Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Guy W. Botts and Thomas C. Duer, Chairman of the Board/Chief Executive Officer and Secretary, respectively, of Barnett Banks of Florida, Inc., and they acknowledged executing the foregoing certificate of amendment freely and voluntarily under authority duly vested in them by said Corporation and that the seal affixed thereto is the true corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State aforesaid, this 30th day of April, 1973.

L. B. Evers
Notary Public, State of
Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 16, 1974