

Amendment
Filed 9-20-72

A-21467 (xx)

BARNETT BANKS OF FLORIDA

"H""

Amend amending ART THIRD, filed 9/20/72

PILED IN OFFICE OF DEPARTMENT OF STATE, STATE OF FLORIDA, by \_mp\_\_\_\_, on \_\_\_\_9/20/72

RICHARD (DICK) STONE SECRETARY OF STATE

## MAHONEY, HADLOW, CHAMBERS & ADAMS

WILLIAM M. ADAMS, TO THOMAS IN SAUMER PHILLIP R. SEGONS 5. XINDER CANNON, TO JACK N. CHAMBERS CHARLES E. COMMANDER, TO JOHN & SAMMS, EY EARL S. MADLOW WADE 1. NOPPHING GEORGE L. NOPPHING GEORGE L. NOPPHING GEORGE L. W. LEGLER JAMES W. MANDAEY LUTHER F. SAGLER, JR. PRED M. STEFFEY J. FRANK SURFACE

BARNETT BANK BUILDING 100 LAURA STREET POST OFFICE BOX 4098 JACKSONVILLE, FLORIDA 32201 (204) 356-8884

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SUITE 242 BARNETT BANK BUILDING TALLAHASSEE, PLORIDA 32301 (804) 222-7500

September 19, 1972

BRIAM M BIBCAU
MICHAEL J EYRNES
JEAN C. CORER
WALTON O. COME
MICHAEL P. BAWES
MIAPTES JAMES
MIAPTES JAMES
MINDOK
GTEPPEN J PAJCIC, III
GARY P. SAMS
MILLIAMS WILLIAMS
MILLIAMS E WILLIAMS
C. THOMAS EIMMER

Honorable Richard Stone Secretary of State Capitol Building Tallahassee, Florida

Attention: Corporations Division

Gentlemen:

Enclosed for filing is a Certificate of Amendment of the Certificate of Incorporation of Barnett Banks of Florida, Inc., together with three Xerox copies of such Certificate of Amendment

Please file the original of the Certificate of Amendment and certify and return the three Xerox copies to me. If you will bill us for your filing and certification fees, we will remit payment by return mail.

Thank you very much for your help in this matter.

Sincerely,

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LFS:11h Encls. G. TAX

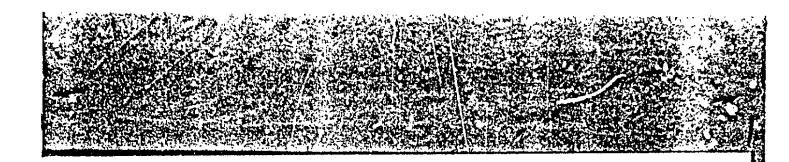
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R. ACENT FLE
G. COPY. 30.06
HOTAL
M. LANK
BALANCE DUE 45.00
REFUND

COLLABOR

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SECRETARY OF STATE

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## CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

The undersigned, G. W. Botts, and Thomas C. Duer,
President and Secretary, respectively, of Barnett Banks of
Florida, Inc., a Florida corporation ("Corporation"),
hereby certify that:

- 1. At a meeting of the Board of Directors of the Corporation duly called and held on August 14, 1972, the Board of Directors approved the following amendment of paragraph (m) 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 September 15, 1972, and at that meeting stockholders holding a majority of the stock entitled to vote thereon resolved that paragraph (m) of Article Third of the Corporation's Certificate of Incorporation be amended in its entirety to read as follows:

"ARTICLE THIRD: (m) No holder of any shares of Capital Stock of this Corporation of any kind, class or series shall have, as a matter of right, any preemptive or preferential right to subscribe for, purchase or receive any shares of the capital stock of this corporation of any kind, class or series or any other securities or obligations of this corporation, whether now or hereafter authorized."

IN WITNESS WHEREOF, the undersigned have affixed their signatures and the seal of this Corporation, this day of September 1972.

BARNETT BANKS OF FLORIDA, INC.

ATTEST:

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, President 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 state day of Suction News, 1972

Public, State of Florida at Large Florida at Large MY COMMISSION EXPIRES JUNE 16, 1974

My Commission Expires: 6.76.74