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Amendment

Filed 9-20-72

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5pgs.

A-21467 (xx)

BARNETT BANKS OF FLORIDA
INC.

Amend amending ART
THIRD, filed 9/20/72

FILED 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

BARNETT BANK BUILDING

100 LAURA STREET

POST OFFICE BOX 4099

JACKSONVILLE, FLORIDA 32201

(904) 356-8864

SUITE 242 BARNETT BANK BUILDING

TALLAHASSEE, FLORIDA 32301

(904) 222-7500

WILLIAM H. ADAMS, JR.
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JACK H. CHAMBERS
CHARLES E. COMMANDER, III
GUY O. FARMER, II
JOHN G. BRIMSLEY
EARL S. HADLOW
WADE L. HOPPING
GEORGE L. HUDSPETH
WILLIAM O. KING
MITCHELL W. LEGLER
JAMES W. MAHONEY
LUTHER P. SAOLER, JR.
FRED H. STEFFEY
J. FRANK SURFACE

BRIAN H. BISCAU
MICHAEL J. BYRNES
JEAN C. COKER
WALTON O. CONE
HOWARD L. DALE
MICHAEL P. DAWES
KENNETH N. FINK
PAUL M. GLENN, JR.
KENNETH M. KEEFE, JR.
JAMES S. MAFFEY, JR.
FRANK M. MOCK
STEPHEN J. PAJCH, III
BARRY P. SANS
WILLIAM E. WILLIAMS
C. THOMAS ZIMMER

September 19, 1972

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,

J. J. Sadler

LFS:llh
Encls.

3

G. TAX	
FILED	15.00
R. AGENT FEE	
G. COPY	30.00
TOTAL	45.00
N. LANK	
BALANCE DUE	45.00
REFUND	

Due

OK to Bill

RECEIVED
SEP 20 8 33 AM '72
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SEP 20 3 38 PM 1972
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

356-2155
93571
45.00

OK

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."

FILED
SEP 23 3 38 PM 1972
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have affixed
their signatures and the seal of this Corporation, this
15th day of September 1972.

BARNETT BANKS OF FLORIDA, INC.

By

Thurston

President

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, 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 18th day of September, 1972.

Lida S. Ward

Notary Public, State of
Florida at Large

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

My Commission Expires: 6-16-74