

121467

name change

400002555994 -- 5

Amendment

Filed ~~900~~

4-23-87, eff. 4-24-87

10pgs.

Charter # Only

121467

Requestor's Name

HOPPING BOYD GREEN & SAMS

Address

FOR PRENTICE HALL CORPORATE SERVICES

420 FIRST FLORIDA BANK BLDG.

City

State

ZIP

Phone #

TALLAHASSEE FL

32314

222-7500

Juli Kohler

CORPORATION(S) NAME

BARNETT BANKS OF FLORIDA, INC.

VALIDATION ONLY

04/23/97 00000 001
DOMESTIC AMENDMENTS
CHARTER TAX 62500.00
CERT/PHOTO COPY 75.00
AMENDMENT 15.00
=====

TOTAL 62590.00

() PROFIT

() NON-PROFIT

(X) AMENDMENT

() MERGER

() FOREIGN

() DISSOLUTION

() MARK

() LIMITED PARTNERSHIP () ANNUAL REPORT

() RESERVATION

() REINSTATEMENT () OTHER

(X) CERTIFIED COPY - 5 () PHOTO COPIES

() CERTIFICATE UNDER SEAL

() WALK IN () WILL WAIT (X) PICK UP () MAIL OUT () CALL () AFTER 4:30

NAME Cheryl EFFECTIVE DATE 4-24-87
EXAMINER AF
Document Examiner AF WILL PICK UP BY
Updater AF
Date 4/23 2:30
Signature AF

C. TAX 62,500.00
FEE 15.00
R. AGENT FEE
C. COPY 75.00
TOTAL 62,590.00
N. FINE
EX. FEE DUE
REFUND



Hinton F. Nobles, Jr.
Executive Vice President

Barnett Banks of Florida, Inc.

100 Laura Street
Post Office Box 40789
Jacksonville, Florida 32231
904-791-7741

April 22, 1987

Mr. D. W. McKinnon, Director
Division of Corporations
Florida Department of State
The Capitol
Tallahassee, Florida 32301

RE: Articles of Amendment for BARNETT BANKS OF FLORIDA, INC.,
a Florida corporation, charter number 121467 (the "Corporation")

Dear Mr. McKinnon:

Enclosed is an executed and acknowledged Certificate of Amendment to the Amended and Restated Articles of Incorporation of Barnett Banks of Florida, Inc., filed pursuant to §§607.181 and 607.187 of the Florida Statutes.

Pursuant to the requirements of §607.181, the Corporation's Board of Directors, by resolution, and its shareholders, by majority vote at their annual meeting, have approved the following amendments:

- ° A change in the Corporation's name from Barnett Banks of Florida, Inc. to Barnett Banks, Inc.
- ° An increase in the number of authorized shares of Common Stock, \$2.00 par value, from 75 million to 200 million shares.

We would like these amendments to the Corporation's Amended and Restated Articles of Incorporation to become effective as of the close of business on Friday, April 24.

Mr. D. W. McKinnon
April 22, 1987
Page Two

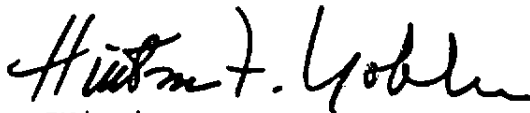
Also enclosed is a check for \$125,090, to cover all filing fees and taxes on the increase in capital, calculated pursuant to \$607.364 (2) (c) as follows:

\$125,000	-	125,000,000 new shares of Common Stock, \$2 par value
15	-	Filing fee
75	-	Fee for five certified copies of the Articles of Amendment
\$125,090		

One of the certified copies of the Articles of Amendment should also be exemplified.

If you have any question on this matter, please call me at the above listed number.

Sincerely,



HFNjr:jw

Enclosures



Barnett Banks of Florida, Inc.

100 Laura Street
Post Office Box 40789
Jacksonville, Florida 32231
904/791-7720

791-7403 (direct)

January 14, 1987

COURIER

Name Availability --
Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

Gentlemen:

This inquiry is submitted on behalf of Barnett Banks of Florida, Inc. concerning the availability of the Corporate name "Barnett Banks, Inc.".

In addition to a written response, could you please notify me by telephone at the number listed above or, tollfree, at 1-800-342-0462 as soon as possible.

Very truly yours,

Janice S. Fluegel

Janice S. Fluegel

JSF:lr

*OK
MB*

*Dana is calling
mb*

RECEIVED
1987 JAN 15 AM 9:27



Barnett Banks of Florida, Inc.

100 Laura Street
Post Office Box 40789
Jacksonville, Florida 32231
904/791-7720

January 23, 1987

Bureau of Corporate Records
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Pursuant to Chapter 607.027, Florida Statutes, Barnett Banks of Florida, Inc. hereby requests that the corporate name "Barnett Banks, Inc." be reserved for a period of 120 days. Our check for the \$5.00 filing fee is enclosed.

Sincerely,

Janice S. Fluegel

Janice S. Fluegel
Regulatory Relations Officer

JSF:lr

Enclosure

EFFECTIVE DATE

4-24-87

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

The undersigned, Charles E. Rice, Chairman, President and Chief Executive Officer, and Hinton F. Nobles, Jr., Executive Vice President and Secretary 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 21, 1987, the Board of Directors approved amendments to the Corporation's Amended and Restated Articles of Incorporation and proposed such amendment to the shareholders of the Corporation.

2. The annual meeting of the shareholders of the Corporation was duly called and held on April 22, 1987, and at that meeting shareholders holding a majority of the stock entitled to vote thereon adopted the following amendments to the Corporation's Amended and Restated Articles of Incorporation.

I. Article I thereof is amended in its entirety to read as follows:

Article I

Name

Section 1.1. Name. The name of this Corporation shall be Barnett Banks, Inc. (hereinafter referred to as the "Corporation").

II. Section 4.1 of Article IV thereof is amended in its entirety to read as follows:

Article IV

Capital Stock

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 two hundred twenty million (220,000,000) shares, which shall be divided into classes as follows:

- (a) Twenty million (20,000,000) shares of preferred stock, \$0.10 par value per share (hereinafter referred to as "Preferred Stock"); and
- (b) Two hundred million (200,000,000) 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."

The foregoing amendments are to be effective as of the close of business on April 24, 1987.

IN WITNESS WHEREOF, the undersigned have affixed their signatures and the seal of this Corporation, this 22nd day of April, 1987.

BARNETT BANKS OF FLORIDA, INC.

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

(Corporate Seal)

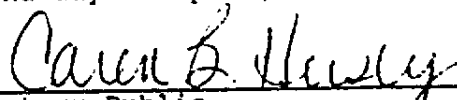
ATTEST:

Hinton F. Nobles, Jr.
Hinton F. Nobles, Jr.
Secretary

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

Before me, the undersigned authority, personally appeared Charles E. Rice, Chairman, 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 on this 22nd day of April, 1987.



Notary Public
State of Florida at Large

My Commission Expires:

My Commission Expires: 12/31/1991