

121467

Articles of Amendment
Filed 8-28-96, eff. 9-6-96

600002555856 -2

5 pgs.

AUG-28-96 WED 12:38

Mahoney Adams -Corporal

FAX NO. 9047982661

P.01

121467

8/28/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:18 PM

((H96000012044 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4090

FROM: MAHONEY ADAMS & CRISER, P.A.
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100

ACCT#: 016226003514

FAX #: (904)798-2661

NAME: BARNETT BANKS, INC.

AUDIT NUMBER.....H96000012044

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

MAC No. _____

EFFECTIVE DATE

August 29, 1996

BARNETT BANKS, INC.
50 NO LAURA STR
ATTN: REGULATORY RELATIONS
JACKSONVILLE, FL 32202US

SUBJECT: BARNETT BANKS, INC.
REF: 121467

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000012041
Letter Number: 496A00040839

AUG-28-96 WED 12:39

Mahoney Adams -Corporal

FAX NO. 9047982661

P.02

H96000012044:9

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BARNETT BANKS, INC.

BARNETT BANKS, INC., pursuant to Section 607.10025, Florida Statutes, does hereby file the following Articles of Amendment:

1. The name of the Corporation is BARNETT BANKS, INC.
2. The amendment was adopted on the 21st day of August, 1996, by the Corporation's Board of Directors in connection with a two-for-one split of the Corporation's Common Stock.
3. The amendment to the Amended and Restated Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.
4. Section 4.1 of Article IV of the Amended and Restated Articles of Incorporation of the Corporation is amended to read in its entirety 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 Four Hundred Twenty Million (420,000,000) shares, which shall be divided into the following 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

H96000012044 9

Prepared by Halcyon E. Skinner, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0169598

EFFECTIVE DATE
1996

WJG-28-96 WED 12:38

Mahoney Adams - Corporal

FAX NO. 9047982661

P.03

H96000012044 9

(b) Four Hundred Million (400,000,000) 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.

5. The amendment is to become effective at the close of business on September 6, 1996.

Dated: August 27, 1996.

BARNETT BANKS, INC.

By: 

Allen L. Lastinger, Jr.
President and Chief Operating Officer

H96000012044 9