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Amendment

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Filed 12-27-61

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BARNETT NATIONAL SECURITIES CORPORATION

Amend ART THIRD, capital stock.

FILED IN OFFICE OF SECRETARY OF STATE, STATE OF FLORIDA,
by MRC **on** Dec. 27, 1961

TOM ADAMS

SECRETARY OF STATE

BOTTS, MAHONEY, WHITEHEAD, RAMSAUR & HADLOW
BARNETT NATIONAL BANK BUILDING
POST OFFICE BOX 4099
JACKSONVILLE 1, FLORIDA

GUY W. BOTTS
JAMES M. MAHONEY
ROBERT C. WHITEHEAD, JR
GRAY C. RAMSAUR
CARL S. HADLOW
JACK H. CHAMBERS
WILLIAM H. ADAMS, III
PHILLIP R. BROOKS
RICHARD H. MILLER
JOHN S. CULPEPPER, JR
GERALD BARD TJOFLAT
WILLIAM LEE ALLEN
ALLEN S. SIEGEL

ELGIN 6-0604

December 22, 1961

DEC 27 22 41080 ****10.00

RECEIVED
DEC 27 4 49 PM '61
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Honorable Tom Adams
Secretary of State
Tallahassee, Florida

Dear Mr. Adams:

We enclose Amendment to the Certificate of Incorporation of Barnett National Securities Corporation, together with our check in the amount of $10.00.

We will appreciate it if you will file this Amendment and advise us when it has been done.

Sincerely yours,

Guy Botts

GWB/nb
Enclosure

C. TAX
FILING 10.00
R. AGENT FEE
C. COPY
TOTAL 10.00
N. BANK 10.00
BALANCE DUE
REFUND

RECEIVED
DEC 27 4 49 PM '61
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARNETT NATIONAL SECURITIES CORPORATION

AMENDMENT OF

CERTIFICATE OF INCORPORATION

BARNETT NATIONAL SECURITIES CORPORATION, a corporation organized and existing under the laws of the State of Florida, hereby certifies that at a meeting of its Board of Directors held on the 20th day of November, 1961, the said Board of Directors adopted a resolution proposing an amendment to its Certificate of Incorporation, declaring the advisability of such amendment, and calling a meeting of the stockholders of record entitled to vote for consideration thereof; and

APPROVED AND FILED

That at a meeting of the stockholders of said Corporation held pursuant to the call of the Board of Directors thereof, as aforesaid, on the 22nd day of December, 1961, at which meeting there were present stockholders owning more than sixty-six and two-thirds (66-2/3) per cent of all of the outstanding stock of said Corporation, who at said meeting signed a written consent to the resolution set forth below, the amendment to the Certificate of Incorporation proposed by the resolution of the Board of Directors was unanimously adopted, which said amendment is as follows:

> "NOW, THEREFORE, BE IT RESOLVED by the stockholders of Barnett National Securities Corporation that Article Third of the Certificate of Incorporation of this Corporation is hereby amended by deleting therefrom the whole of paragraph (n) thereof and by amending paragraph (o) thereof to read as follows:
>
> > '(o) The Corporation may issue and sell its authorized shares from time to time for such consideration as,

from time to time, may be fixed by the Board of Directors, and any and all shares so issued shall be deemed fully paid and non-assessable and the holder of such shares shall not be liable to the corporation or to its creditors in respect thereto.'"

IN WITNESS WHEREOF, the said Barnett National Securities Corporation has caused this Certificate to be subscribed in its corporate name by its President, and its corporate seal to be hereto affixed, attested by its Secretary this 22nd day of December, 1961, at Jacksonville, Duval County, Florida.

BARNETT NATIONAL SECURITIES CORPORATION

By: Frank W. Norris
President

Attest: E. G. Haskell
Secretary

STATE OF FLORIDA)
SS
COUNTY OF DUVAL)

Before me, a notary public in and for the State and County aforesaid, personally appeared Frank W. Norris, the President of Barnett National Securities Corporation, a corporation, and E. G. Haskell, the Secretary of the said corporation; the said persons being known to me to be the persons who executed the above instrument on behalf of said corporation; and they acknowledged that said president subscribed the name and the said secretary affixed and attested the seal of said corporation to said instrument, and that they signed, sealed and delivered said instrument by authority and on behalf of said corporation and that such acts were done freely and voluntarily and for the uses and purposes in said instrument set forth and that such instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22 day of December A. D. 1961, at Jacksonville in the State and County aforesaid.

Louise Boswell
Notary Public, State of Florida at Large

My commission expires Nov. 23, 1965