121467

Merger (#2)

Filed 6-3-96

7 pgs.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

121467

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARNETT CENTER ANNEX, INC., a Florida corporation, P93000056203

INTO

BARNETT BANKS, INC., a Florida corporation, 121467.

File date: June 3, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032 Account charged: 70.00

1201 Hays Street
Tallahassee, FL 32301-2607
904-222-9171
904-222-0393 FAX
800-342-8086

121467

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 974295 4303969

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 70.00

ORDER DATE : June 3, 1996

ORDER TIME : 3:24 PM

ORDER NO. : 974295

CUSTOMER NO: 4303969

300001849473

CUSTOMER: Ms. Corinne Mcclure
Mahoney, Adams & Criser, P.a.
50 Laura Street
3300 Barnett Center
Jacksonville, FL 32202

FILED
96 JUN -3 PM 4:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

BARNETT CENTER ANNEX, INC.

INTO

BARNETT BANKS, INC.

RECEIVED
96 JUN -3 PM 4:28
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

O.K. per S.P.

EXAMINER'S INITIALS:

Date of adoption is May 31, 1996 per Corinne Mcclure, added names + capacities w/ her authorization.

6/4 Merger

FILED
96 JUN -3 PM 4:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Merger of
BARNETT CENTER ANNEX, INC., a Florida corporation,
into
BARNETT BANKS, INC., a Florida corporation ("Surviving Corporation")
with Name of Surviving Corporation Remaining
BARNETT BANKS, INC.

Pursuant to the provisions of Sections 607.1101, 607.1104 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger (the "Plan of Merger") was approved by the board of directors of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

See Exhibit "A" attached hereto

Second: The Surviving Corporation is Barnett Banks, Inc., whose corporate name will remain "Barnett Banks, Inc.," as provided in the Plan of Merger.

Third: The approval of the shareholders of the undersigned corporations was not required to merge the corporations, because Barnett Banks, Inc., owns all of the issued and outstanding shares of common stock of Barnett Center Annex, Inc.

Fourth: The Effective Date of the merger described herein shall be the date on which these Articles of Merger are filed with the Florida Department of State.

Dated: May 31, 1996.

BARNETT BANKS, INC.

By: Catherine C. Cosby
Its Authorized Officer
Catherine C. Cosby, Secretary

BARNETT CENTER ANNEX, INC.

By: [signature]
Its Authorized Officer
Richard D. Jordan, Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 31st day of May, 1996, by and between BARNETT CENTER ANNEX, INC., a Florida corporation ("BC Annex"), and BARNETT BANKS, INC., a Florida corporation ("BBI").

WITNESSETH:

WHEREAS, BC Annex is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, BC Annex, is authorized to issue 10,000 shares of voting common stock, $.01 par value ("BC Annex Common Stock"), of which 300 shares of BC Annex Common Stock are issued and outstanding; and

WHEREAS, BBI is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, BBI is authorized to issue 200,000,000 shares of voting common stock, par value $2.00 (the "BBI Common Stock"), of which approximately 96,323,699 shares of BBI Common Stock are issued and outstanding; and

WHEREAS, BBI owns all of the issued and outstanding shares of BC Annex Common Stock and the respective Boards of Directors of BC Annex and BBI deem it advisable, for the benefit of their respective corporations and shareholders, that BC Annex be merged into BBI, with BBI as the surviving corporation (in its capacity as surviving corporation, BBI is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. Merger. The names of the corporations which propose to merge are BARNETT CENTER ANNEX, INC. and BARNETT BANKS, INC. In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), BC Annex shall be merged into BBI and BBI shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. Except as may otherwise be set forth herein, the corporate existence and identity of BBI, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of BC Annex with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of BBI and the Surviving Corporation shall be vested fully therewith and the separate corporate

existence and identity of BC Annex shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of this Agreement and Plan of Merger and the Articles of Merger with the Secretary of State of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

a. The Articles of Incorporation of BBI, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of BBI, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for BBI as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the BC Annex Common Stock into the BBI Common Stock shall be as follows:

a. The shares of BC Annex Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be deemed terminated and of no further force or effect, in recognition that BBI is the sole shareholder of BC Annex.

b. The stock transfer books of BC Annex shall be closed as of the close of business on the Effective Date and no transfer of record of any of the BC Annex Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of BC Annex and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to BC Annex shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of BC Annex and any claim existing or action or proceeding pending by or against BC Annex or BBI may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of BC Annex or BBI shall be impaired by the merger.

7. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be the name of Barnett Banks, Inc.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

"BBI"

BARNETT BANKS, INC.

By: Catherine C. Cooley
Its Authorized Officer

"BC Annex"

BARNETT CENTER ANNEX, INC.

By: [illegible]
Its Authorized Officer

e:\c\r\bb\proj06\annex.mer