121467

Amendment

Filed 4-15-69

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7pgs.

121467-vv

A-21467-(vv)

BARNETT NATIONAL
SECURITIES CORPORATION

Amend ART THIRD (inc auth cap stk to 33,000 sh pref stk at $20 and 5,000,000 sh com at $4)

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by. . lb. . . .on April 15, 1969

TOM ADAMS
SECRETARY OF STATE

corp—1

WILLIAM H. ADAMS, III
PHILLIP R. BROOKS
JAMES H. CHAMBERS
JOHN G. GRIMSLEY
EARL B. HADLOW
WADE L. HOPPING
GEORGE L. HUDSPETH
JAMES W. MAHONEY
FRED H. STEFFEY
J. FRANK SURFACE

THOMAS W. BAUMER
BRIAN H. BIBEAU
LINDEN S. CANNON, III
DAVID W. CARSTETTER
CHARLES E. COMMANDER, III
WALTON O. CONE
A. HAMILTON COOKE
GUY O. FARMER, II
KENNETH M. KEEFE, JR.
WILLIAM D. KING
MITCHELL W. LEGLER
LUTHER F. SADLER, JR.
WILLIAM O. SCAIFE, JR.
BRYAN SIMPSON, JR.
ROLF H. TOWE

MAHONEY, HADLOW, CHAMBERS & ADAMS
BARNETT BANK BUILDING
100 LAURA STREET
POST OFFICE BOX 4099
JACKSONVILLE, FLORIDA 32201

TELEPHONE [illegible]
(AREA CODE [illegible])

April 10, 1969

O.C.

FILED
APR 15 2 20 PM '69
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Honorable Tom Adams
Secretary of State
State of Florida
Tallahassee, Florida

Re: Barnett National Securities Corporation

APR 14 69 - 31800 *****5.00
APR 14 69 - 31700 ****10.00
APR 14 69 - 31600 **1,604.00

Dear Sir:

Enclosed for filing is a Certificate of Amendment of the Certificate of Incorporation of Barnett National Securities Corporation, together with the Corporation's check for $1,620 in payment of the applicable filing fees and taxes.

Please return the two enclosed copies to me, appropriately certified.

Sincerely,

L. F. Sadler Jr.

LFS:pb
Encls.

C. TAX	1600.00
FILING	10.00
R. AGENT FEE	
C. COPY	6.00
TOTAL	1620.00
N. BANK	1620.00
BALANCE DUE	
REFUND	4.00

CT #1,600

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

TOM ADAMS
SECRETARY OF STATE

April 16, 1969

Charter No.
A-21467

Messrs. Mahoney, Hadlow, Chambers and Adams
Attorneys At Law
Post Office Box 4099
Jacksonville, Florida 32201

Gentlemen:

Subject: Amendment to BARNETT NATIONAL SECURITIES CORPORATION

A refund for $ 4 is enclosed for the reason checked:

1.____ Withdrawal of charter.
2.____ Overpayment of filing fee.
3.____ Charter not of record in this office
4.____ Overpayment of certification fee.
5.____ Filing fee previously paid.
6.____ No fee required.
7.____ No response to our letter of
8._X__ Overpayment of charter tax.
9.____ Comments:

If you have any questions regarding this matter, please let us know.

corp-77
10-15-68

REQUISITION FOR REFUND

This money was originally received per validator stamp as follows:

4-14-69	31600	1	2	$1,604
Date	Validation No.	Machine No.	Dept. No.	Amount

Requested by: ____________________
(Head of Department)

- -

1b — For use by Fiscal Department

Paid by Revolving Fund Check No. ____________________

Dated ________________ Amount ________________

gen-1
4-30-63

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS that the undersigned, G. W. Botts and Thomas C. Duer, as President and Secretary, respectively, of Barnett National Securities Corporation, a Florida corporation (hereinafter called the corporation), do hereby certify that:

1. At a meeting of the Board of Directors of the corporation duly called and held on March 12, 1969, resolutions were adopted by the Board of Directors declaring the Amendments to the Certificate of Incorporation hereinafter set forth to be advisable and recommending and proposing these Amendments to the stockholders of the corporation.

2. A meeting of the stockholders of the corporation was duly called and held on April 9, 1969, and at that meeting the following resolutions were duly adopted and are now in full force and effect:

> WHEREAS, the Board of Directors of this corporation at a meeting duly called and held has declared the following amendments to the Certificate of Incorporation of this corporation to be advisable and has proposed these amendments to the stockholders for their approval; and
>
> WHEREAS, such amendments be and they are hereby approved by the stockholders of the corporation;
>
> NOW, THEREFORE, BE IT RESOLVED that the Certificate of Incorporation of Barnett National Securities Corporation be amended in the following respects:

That subparagraph (a) of Article Third of the Certificate of Incorporation of this corporation shall be amended so that the same shall read as follows:

"ARTICLE THIRD: (a) The maximum number of shares of stock with nominal or par value which the corporation is authorized to have outstanding at any time is Thirty-three Thousand (33,000) shares of preferred stock of the par value of Twenty Dollars ($20.00) per share amounting in the aggregate to Six Hundred Sixty Thousand Dollars ($660,000), and Five Million (5,000,000) shares of common stock of the par value of Four Dollars ($4.00) per share, amounting in the aggregate to Twenty Million Dollars ($20,000,000)."

That subparagraph (m) of Article Third of the Certificate of Incorporation shall be amended so that the same shall read as follows:

"ARTICLE THIRD: (m) Each holder of outstanding common stock shall have the pre-emptive right to subscribe for and purchase his pro rata part (computed on a share-for-share basis as nearly as may be done without issuance of fractional shares) of any issue of shares of stock of any class of the Corporation upon the sale of any shares of stock for cash; each holder of outstanding common stock shall be entitled to purchase the shares to which he is entitled by virtue of such pre-emptive right at a price not less favorable than such shares are to be offered for sale to others, which price may be in excess of the par value of the stock being issued; provided, however, that notwithstanding the above, no holder of common stock shall have any pre-emptive right to subscribe for, purchase or receive any proportion of shares of stock if the stock is being: (a) issued and delivered for any consideration payable to the Corporation in property or otherwise than in cash, or (b) issued or optioned to effect a merger or consolidation, or (c) sold or issued pursuant to options or warrants to purchase, or (d) issued and delivered upon exercise of conversion rights under any security convertible into shares of stock of the Corporation."

IN WITNESS WHEREOF, the undersigned have affixed their signatures and the seal of this corporation, this 11th day of April, 1969.

BARNETT NATIONAL SECURITIES CORPORATION

By ____________________
President

Attest: ____________________
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 National Securities Corporation, 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 11th day of April, 1969.

____
Notary Public, State of Florida at Large

My commission expires: Notary Public, State of Florida at Large
My commission expires July 27, 1972
Bonded by Reliance Insurance Company