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Barnett Banks, Inc.

Carole A. Nixon
Assistant Vice President
Regulatory Relations

50 North Laura Street
Jacksonville, Florida 32202-3638

January 21, 1997

Mr. Steven Godfrey
Corporate Specialist
Filings Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/22/97--01131--003
*****35.00 *****35.00

Dear Mr. Godfrey:

Enclosed is the original and one copy of the Articles of Dissolution for TALTRUSCO, INC., an indirectly owned subsidiary of Barnett Banks, Inc. that is being dissolved. Also enclosed is a check in the amount of \$35.00 which represents the required filing fee.

Please contact me at (904) 791-5039 if you have any questions or require additional information,

Sincerely,

Carole A. Nixon

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97 JAN 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
TALTRUSCO, INC.**

TALTRUSCO, INC., a Florida corporation (the "Corporation"), by its undersigned officer, files these Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes, and states as follows:

The name of the corporation is Taltrusco, Inc.

The dissolution of the Corporation was authorized by written consent of all shareholders of the Corporation, pursuant to section 607.0704 of the Florida Statutes, said written consent being dated January 15, 1997.

The dissolution of the Corporation was authorized by all of the shareholders of the Corporation.

IN WITNESS WHEREOF and for the purpose of dissolving the Corporation under the laws of the State of Florida, the undersigned officer of the Corporation executes these Articles of Dissolution this 15th day of January, 1997.

Norma J. Brown
Witness

[Signature]
Witness

[Signature]
Signature of Officer

J. Kenneth Stafford
Name (Print or Type)

President
Title

(Seal)

FILED
97 JAN 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA