Barnett

Carole A. Nixon Assistant Vice President Regulatory Relations Barnett Bank, N.A. 50 North Laura Street Jacksonville, FL 32202-3638

11/89/3

February 19, 1998

Mr. Steven Godfrey Corporate Specialist Filings Section Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 500002436565--7 -02/20/98--01085--004 *****35.00 *****35.00

Dear Mr. Godfrey:

Enclosed is the original and one copy of the Articles of Dissolution for Barnett Foundation, Inc., a wholly-owned subsidiary of Barnett 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,

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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 24, 1998

CAROLE A. NIXON
BARNETT BANK. N.A.
50 NORTH LAURA STREET
JACKSONVILLE, FL 32202-3638

SUBJECT: BARNETT FOUNDATION, INC.

Ref. Number: N18913

We have received your document for BARNETT FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

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 (850) 487-6905.

Letter Number: 598A00010302

Thelma Lewis Corporate Specialist Supervisor

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Barnett Foundation, Inc.
SECOND: Adoption of dissolution
(Complete Section I or II)
SECTION I If the corporation has members entitled to vote:
The date of the meeting of members at which the resolution to
dissolve was adopted was February 11, 1998 . 5
(CHECK ONE)
The number of votes cast for dissolution was sufficient for approval.
The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.
SECTION II
If the corporation has no members or members with voting rights:
The corporation has no members or members with voting rights.
The date of adoption of the resolution by the board of directors was
·
The number of directors in office was 3 and the vote for the
resolution was 3 for and 0 against.
Signed this day of Mar, ch 998
Signature (By the Chairman or Vice Chairman of the Board, President or other officer)
President or other officer)
Roseann Duran Typed or printed name
President
Title