

NationsBank Corporation
Legal Department
600 Peachtree Street, N.E., 5th Floor
Atlanta, GA 30308-2214

Tel 404 607-4772
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P92000015356
NationsBank

September 25, 1998

FILED
198 SEP 28 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10/9/98
Via Airborne

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/28/98--01104--014
*****87.50 *****87.50

Re: Barnett Business Finance Corp.

Ladies and Gentlemen:

Enclosed herewith are Articles of Amendment for Barnett Business Finance Corp. changing its name to NationsBank Business Finance Corporation. Please note the effective date of the amendment is 12:01 a.m. October 9, 1998. Also, enclosed is an original approval for use of that name from the Florida Department of Banking and Finance.

I am also enclosing a check in the amount of \$87.50 to cover the filing fee and one certified copy of the amendment to be sent to my attention. If you have any questions or need additional information, please contact me at (404) 607-5029. Thank you for your assistance.

Sincerely,


James R. Marietta
Assistant General Counsel

JRM:sb

Enclosure

N/C

VS OCT 6 -1998



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

September 10, 1998

Mr. James R. Marietta
Assistant General Counsel
NationsBank Corporation
Legal Department
600 Peachtree Street, NE, 5th Floor
Atlanta, GA 30308-2214

Dear Mr. Marietta:

Re: "NationsBanc Business Finance Corporation"

Reference is made to your letter/fax dated September 9, requesting approval of the above-referenced corporate name which will be a subsidiary of NationsBank Corporation located in Jacksonville, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign/domestic corporation to transact business in the State of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Art Simon".

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BARNETT BUSINESS FINANCE CORP. (the "Corporation")

FILED
28 SEP 28 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the Corporation adopts the following articles of amendment to its articles of incorporation:

EFFECTIVE DATE
10/9/98

FIRST: Amendment adopted:

RESOLVED, that Article I of the Articles of Incorporation of Barnett Business Finance Corp. is hereby amended to read in its entirety as follows:

ARTICLE I

NAME

The name of this Company shall be NationsBanc Business Finance Corporation (hereinafter referred to as the "Corporation")

SECOND: The Amendment was adopted by the Board of Directors of the Corporation by unanimous written consent on September 21, 1998.

THIRD: The Amendment was approved by the sole shareholder of the Corporation by written consent on September 21, 1998.

FOURTH: The effective date and time of the Amendment is 12:01 a.m. on October 9, 1998.

IN WITNESS WHEREOF, Barnett Business Finance Corp. has caused these Articles of Amendment to be signed by its President on this 21st day of September, 1998.

BARNETT BUSINESS FINANCE CORP.

By: 

Stuart M. Brister

Title: President