P93000009097 Barnett Banks, Inc.

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

December 8, 1997

Mr. Steven Godfrey Corporate Specialist Filings Section Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 300002366883--0 -12/09/97--01058--014 *****35.00 *****35.00

Dear Mr. Godfrey:

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

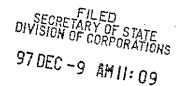
Sincerely,

Carole a. Nex.

OT DEC -9 NM 11: 09

wp\apps\letter.god

ARTICLES OF DISSOLUTION OF BARNETT CENTER, INC.



BARNETT CENTER, 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 BARNETT CENTER, 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 September 30, 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 18th day of November, 1997.

Allreffetta Witness

Signature of Officer

Carol D Mork

Allen Jarboe
Name (Print or Type)

President & CEO Title

(Seal)