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Barnett

Carole A. Nixon
Assistant Vice President
Regulatory Relations

Barnett Bank, N.A.
50 North Laura Street
Jacksonville, FL 32202-3638

FILED
JAN 23 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 21, 1998

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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*****35.00 *****35.00

Dear Mr. Godfrey:

Enclosed is the original and one copy of the Articles of Dissolution for Barnett Bank Premises Company - Boca Lyons, a wholly-owned subsidiary of Barnett Bank 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

VS JAN 29 1998

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DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
BARNETT BANK PREMISES COMPANY-BOCA LYONS 98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARNETT BANK PREMISES COMPANY-BOCA LYONS, 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 BANK PREMISES COMPANY-BOCA LYONS.

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 14, 1998.

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, 1998.

Debbie T. Harriwacker
Witness

David R. Smith, Jr.
Signature of Officer

Kay W. Hensley
Witness

David R. Smith, Jr.
Name (Print or Type)

Vice President
Title

(Seal)