

Barnett

Barnett Banks, Inc.
50 North Laura Street
Jacksonville, FL 32202-3638

Carole A. Nixon
Assistant Vice President
Regulatory Relations

October 31, 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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-11/03/97--01087--018
*****35.00 *****35.00

Dear Mr. Godfrey:

Enclosed are the original and one copy each of Articles of Dissolution for two indirectly owned subsidiaries of Barnett Banks, Inc. that are being dissolved. Also enclosed are two checks in the amount of \$35.00 each which represent the required filing fee for each subsidiary.

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

Sincerely,

Carole A. Nixon

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ON
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ARTICLES OF DISSOLUTION
OF
BARNETT BANK PREMISES COMPANY-IPC

BARNETT BANK PREMISES COMPANY-IPC, 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-IPC.

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 October 31, 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 31st day of October, 1997.

[Signature]
Witness

[Signature]
Signature of Officer

[Signature]
Witness

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

Vice President
Title

(Seal)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED