

P95000003636

Mr. Steven Godfrey
Florida Department of State
January 12, 1995
Page 2:

If you have any questions upon receipt of the enclosed materials,
please contact me at (904) 791-5039. Thank you for your
assistance.

Sincerely,

Carol A. Nix

CAN:ns

Enclosures

EFFECTIVE DATE

JAN 12 1995

SDG

RESERVED
NAME AVAILABILITY
SECTION

95 JAN 13 AM 11:56

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

600001385276
-01/20/95--01058--004
****157.50 ****157.50

R95000000164

Name	
Availability	1/1-12-95
Updater	1/1-12-95
Updater Verifier	

595A00000/655

**ARTICLES OF INCORPORATION
OF SAWGRASS ASSET MANAGEMENT COMPANY**

The following Articles of Incorporation are filed pursuant to section 607.0202 of Florida Statutes.

ARTICLE I

Name

The name of the company shall be Sawgrass Asset Management Company (hereinafter referred to as the "Corporation").

ARTICLE II

Purposes and Privileges

Section 2.1 - Business Purpose: This Corporation is organized for the purpose of engaging in and transacting any and all lawful business activities for which a corporation may be incorporated under the laws of the State of Florida.

Section 2.2 - Powers, Rights and Privileges: The Corporation may exercise all powers, rights and privileges conferred upon a corporation pursuant to the laws of the State of Florida.

ARTICLE III

Capital Stock

Section 3.1 - Authorized Capital Stock: The Corporation is authorized to issue one thousand (1,000) shares of Common Stock, with a par value of \$0.10 per share ("Common Stock"). Without any action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

Section 3.2 - Common Stock: The holder of each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of Corporation shareholders. The voting rights of the Common Stock are noncumulative.

Section 3.3 - No Preemptive Rights: No holder of any shares of capital stock of this Corporation shall have, as a matter of right, any preemptive or preferential right to subscribe for, purchase or receive any shares of the capital stock of this Corporation, or any other securities or obligations of this Corporation, either now or hereafter authorized.

EFFECTIVE DATE

JAN 12 1995

ARTICLE IV
Term of Existence

The term for which this Corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V
Registered Office and Agent

Section 5.1 - Registered Office: The Corporation's initial address and its principal office address shall be 9000 Southside Boulevard, Building 100, Jacksonville, Florida 32256.

Section 5.2 - Registered Agent: The Corporation's initial registered agent shall be:

John L. Allen, Jr.
9000 Southside Boulevard, Building 100
Jacksonville, Florida 32256

ARTICLE VI
Board of Directors

Section 6.1 - Number: The Board of Directors of this Corporation shall consist of such number of directors as may from time to time be established in the Corporation's bylaws, but in no event shall the Board of Directors consist of less than two directors.

Section 6.2 - Initial Board of Directors: The members of the Corporation's initial Board of Directors and their addresses are as follows:

Michael C. Baker Chairman of the Board	-	9000 Southside Boulevard Jacksonville, Florida 32256
John L. Allen, Jr.	-	9000 Southside Boulevard Jacksonville, Florida 32256
Andrew M. Cantor	-	9000 Southside Boulevard Jacksonville, Florida 32256

Section 6.3 - Indemnification: The Corporation shall make provision for indemnification of its directors and officers to the full extent permitted by law.

ARTICLE VII
Incorporator

The name and street address of the Incorporator of this Corporation are:

Carole A. Nixon
50 North Laura Street, 11th Floor
Jacksonville, Florida 32202

ARTICLE VIII
Bylaws

Bylaws shall be adopted, amended or repealed from time to time, either by the shareholders or the Board of Directors. Shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
Amendments

The Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the Corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned incorporator executed these Articles of Incorporation this 12th day of January, 1995.

Carole A. Nixon
Carole A. Nixon

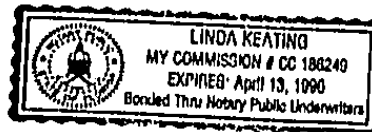
STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 12th day of January, 1995, by Carole A. Nixon. She is personally known to me and did take an oath.

NOTARY PUBLIC:


Linda Keating



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
SAWGRASS ASSET MANAGEMENT COMPANY**

Pursuant to sections 48.091 and 607.0501(b)(1), Florida Statutes, the undersigned, having been designated as Initial Registered Agent for the service of process within the State of Florida upon **Sawgrass Asset Management Company**, a corporation organized under the laws of the State of Florida, does hereby accept the appointment of such Registered Agent for the above-named corporation, does hereby agree to comply with the provisions of section 48.091(2) relating to the maintenance of Registered Office business hours for the above-named corporation, the location of which Registered Office shall be 9000 Southside Boulevard, Building 100, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, I, such Registered Agent, have hereto set my hand and seal at Jacksonville, Duval County, Florida, on the 10th day of January, 1995.


John L. Allen, Jr. Registered Agent

P95000003636



Barnett Banks, Inc.

Carole A. Nixon
Assistant Vice President
Regulatory Relations

50 North Laura Street
Jacksonville, Florida 32202-3038

VIA OVERNIGHT MAIL

April 17, 1996

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

000001785980
-04/18/96--01096--014
*****87.50 *****87.50

Dear Sir:

Enclosed is the original and one copy of the Articles of Amendment to change the name of "Sawgrass Asset Management Company" to "Barnett Capital Advisors, Inc." This corporate name meets the requirements of section 607.0401 of Florida Statutes, and has been verified by the Division of Corporations to be distinguishable from the names of all other entities on file.

A check made payable to the Florida Department of State in the amount of \$87.50 is attached.

Please return the copy of the certified documents to the following address:

Barnett Banks, Inc.
Attn: Carole Nixon M/C 1155
50 North Laura Street
Jacksonville, FL. 32202

If you have any questions upon receipt of the enclosed materials, please contact me at (904) 791-5039. Thank you for your assistance.

Sincerely,

Carole A. Nixon

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 PM 3:23
APR 23 1996

ARTICLES OF AMENDMENT
CHANGING THE CORPORATE NAME

OF

SAWGRASS ASSET MANAGEMENT COMPANY

TO

BARNETT CAPITAL ADVISORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 PM 3:23

The following Articles of Amendment are filed pursuant to sections 607.0401, 607.1002 and 607.1006 of Florida Statutes.

The undersigned, Andrew M. Cantor, Executive Officer and Director of Sawgrass Asset Management Company, Jacksonville, Florida, a Florida corporation (hereinafter referred to as the "Corporation"), does hereby certify that the following resolution was duly adopted by the Board of Directors of the Corporation by unanimous written consent, dated April, 11, 1996, such action being authorized by the Corporation's bylaws and Florida Statutes. In addition, Barnett Banks Trust Company, N.A., the sole shareholder of the Corporation, approved the following amendment by written consent on April 11, 1996:

RESOLVED, that Article 1 of the Articles of Incorporation of Sawgrass Asset Management Company is hereby amended to read in its entirety as follows:

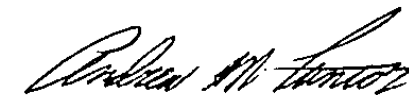
ARTICLE 1

Name

The name of this company shall be Barnett Capital Advisors, Inc. (hereinafter referred to as the "Corporation").

IN WITNESS WHEREOF, Sawgrass Asset Management Company has caused these Articles of Amendment to be signed by its Executive Officer and Director, Andrew M. Cantor, on this 12th day of April, 1996.

SAWGRASS ASSET MANAGEMENT COMPANY



Andrew M. Cantor
Executive Officer and Director