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Barnett Banks, Inc.

Carole A. Nixon
Assistant Vice President
Regulatory Relations

50 North Laura Street
Jacksonville, Florida 32202-3638

VIA OVERNIGHT MAIL

June 29, 1995

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Mr. Steven Godfrey
Corporate Specialist
New Filings Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
95 JUL -3 PM 9:28
TALLAHASSEE, FLORIDA

Dear Mr. Godfrey:

I am enclosing for filing the Articles of Incorporation and the accompanying Certificate of Acceptance and Designation of Registered Agent for Barnett Dealer Financial Services Corporation - Alabama. 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 \$122.50 is attached. This amount, which includes the required filing fees, was calculated as follows:

- \$35.00 for filing the Articles of Incorporation of Barnett Dealer Financial Services, Inc.;
- \$35.00 for filing of Certificate of Acceptance of Designation of Registered Agent for Barnett Dealer Financial Services, Inc.; and
- \$52.50 for certified copy of Articles of Incorporation for Barnett Dealer Financial Services, Inc.

Dmp
7/7/95

Mr. Steven Godfrey
Florida Department of State
June 29, 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. Nixon

Enclosures

**ARTICLES OF INCORPORATION
OF BARNETT DEALER FINANCIAL SERVICES CORPORATION - ALABAMA**

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 Barnett Dealer Financial Services Corporation - Alabama (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.

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 200, Jacksonville, Florida 32256.

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

Steven A. LaMore
9000 Southside Boulevard, Building 200
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:

Steven A. LaMore Chairman of the Board	-	9000 Southside Boulevard Jacksonville, Florida 32256
Lee H. Chaplin, Jr.	-	9000 Southside Boulevard Jacksonville, Florida 32256
Robert L. Barnett President	-	9000 Southside Boulevard Jacksonville, Florida 32256
David P. Staufenberger	-	9000 Southside Boulevard Jacksonville, Florida 32256
Mark E. Poole Corporate Secretary	-	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 28th day of June, 1995.



Carole A. Nixon

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 28th day of June, 1995,
by Carole A. Nixon. She is personally known to me and did take an oath.

NOTARY PUBLIC:

Linda Keating



FILED
95 JUL -3 04 0:27
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BARNETT DEALER FINANCIAL SERVICES CORPORATION - ALABAMA**

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 **Barnett Dealer Financial Services Corporation - Alabama**, 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 200, Jacksonville Florida 32256.

IN WITNESS WHEREOF, I, such Registered Agent, have hereto set my hand and seal at Jacksonville, Duval County, Florida, on the 28th day of June, 1995.


Steven A. LaMore, Registered Agent