

**B600090842**

**Barnett Bank**

**Barnett Bank, Inc.**

Michael W. Briggs  
Regulatory Relations Attorney

50 North Laura Street  
Jacksonville, Florida 32202-3638

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**VIA OVERNIGHT MAIL**  
October 31, 1996

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-11/01/96--01099--011  
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Florida Secretary of State  
Division of Corporation  
New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32399

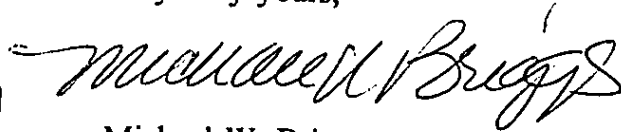
**FILED**  
96 NOV - 1 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Ladies and Gentlemen:

I am forwarding for filing the Articles of Incorporation for **Barnett Lending Services, Inc.**, pursuant to Chapter 607 of Florida Statutes. In addition, a Certification of Acceptance of Designation of Registered Agent also is enclosed, together with a check made payable to the Florida Secretary of State in the amount of \$122.50, which represents the required filing fees. The fee amounts include \$35.00 for the Articles of Incorporation; \$35.00 for the Certificate of Registered Agent Acceptance; and \$52.50 for a Certified Copy of the documents, which is hereby requested.

Should you have any questions upon receipt, please contact the undersigned. Thank you for your assistance.

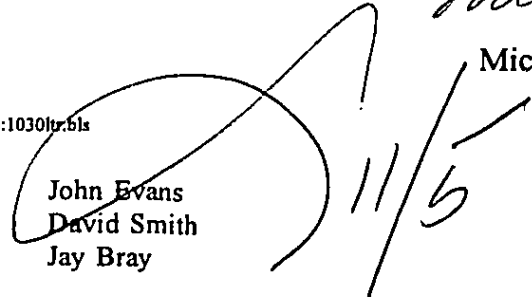
Very truly yours,



Michael W. Briggs

mwb:1030lr.bls

cc: John Evans  
David Smith  
Jay Bray



**ARTICLES OF INCORPORATION  
OF  
BARNETT LENDING SERVICES, INC.**

**FILED**  
96 NOV - 1 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following Articles of Incorporation are filed pursuant to section 607.002 of Florida Statutes.

**ARTICLE I**  
**Name**

The name of this company shall be **Barnett Lending Services, Inc.** (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 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 registered office and its principal office address shall be at 50 North Laura Street, Jacksonville, Florida 32202.

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

John D. Evans, Jr., Esq.  
50 North Laura Street  
Jacksonville, Florida 32202-3638

**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:

Richard C. Brewer, Jr. - 50 North Laura Street  
Jacksonville, Florida 32202

M. Alex Crotzer - 50 North Laura Street  
Jacksonville, Florida 32202

Robert H. Dewey, III - 50 North Laura Street  
Jacksonville, Florida 32202

**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:

Michael W. Briggs, Esq.  
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 on this 30th day of October, 1996.

*Michael W. Briggs*  
MICHAEL W. BRIGGS, ESQ.


INCOFP.BBP

STATE OF FLORIDA )

COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 30th day of October, 1996, by Michael W. Briggs. He is personally known to me and did take an oath.

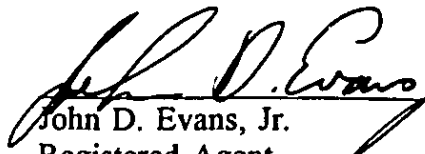
NOTARY PUBLIC:

*Kay D. Hendrixson*  
KAY D. HENDRIXSON  
MY COMMISSION # CC 354208  
EXPIRES: February 25, 1998  
Bonds and Other Notary Public Undertakings

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
BARNETT LENDING SERVICES, INC.**

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 Lending Services, Inc.**, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of section 48.091(2) relating to maintenance of Registered Office business hours for the above-named corporation, the location of which Registered Office shall be 50 North Laura Street, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereto set my hand and seal at Jacksonville, County of Duval, State of Florida, on this 30th day of October, 1996.

  
John D. Evans, Jr.  
Registered Agent

FILED  
96 NOV - 1 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA