

P97000000784



Barnett Banks, Inc.

Michael W. Briggs
Regulatory Relations Attorney

50 North Laura Street
Jacksonville, Florida 32202-3638

Direct Dial: (904) 791-7403
Fax: (904) 791-5948
E-mail: mbriggs0@counsel.com

VIA OVERNIGHT MAIL

December 12, 1996

Florida Secretary of State
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

RE: *Barnett Real Estate Management, Inc.*

Dear Madam or Sir:

I am forwarding for filing the Articles of Incorporation for **Barnett Real Estate Management, Inc.**, pursuant to Chapter 607 of Florida Statutes, as well as Certificate of Acceptance of Registered Agent Designation. A check made payable to the Florida Secretary of State in the amount of \$122.50 is enclosed as payment of the required filing fees. The fee amounts include \$35.00 for the Articles of Incorporation; \$35.00 for the Registered Agent certification and \$52.50 for a Certified Copy of the documents, which is hereby requested.

Should you have any questions upon receipt, please contact me.

Sincerely,

DEC 16 1996 BSB

Michael W. Briggs

Michael W. Briggs

cc: Lou Sipka

2295
W96-26323

FILED
DEC 13 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-12-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

BARNETT BANKS, INC.
50 NORTH LAURA STREET
JACKSONVILLE, FL 32202-3638

SUBJECT: BARNETT REAL ESTATE MANAGEMENT, INC.
Ref. Number: W96000026323

We have received your document for **BARNETT REAL ESTATE MANAGEMENT, INC.** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 196A00055919



Michael W. Briggs
Regulatory Relations Attorney

Barnett Banks, Inc.

50 North Laura Street
Jacksonville, Florida 32202-3638

Direct Dial: (904) 791-7403
Fax: (904) 791-5946
E-mail: mbriggs0@counsel.com

VIA OVERNIGHT MAIL

January 2, 1997

Ms. Brenda Baker
Florida Department of State
Division of Corporations, New Filings Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: *Barnett Real Estate Management, Inc.*
Reference Number W96000026323

Dear Ms. Baker:

Pursuant to our telephone conversation, I am returning the above-referenced Articles of Incorporation for filing. You indicated in returning these documents that the minimum number of directors had not been provided for in the Articles of Incorporation, as required by section 617.0803 of Florida Statutes relating to not-for-profit corporations. The above-referenced Articles of Incorporation are being submitted pursuant to Chapter 607 relating to for profit corporations, however, and accordingly the requisite minimum number of directors set forth in Section 6.1 of the Articles of Incorporation does in fact comply with the requirements of Section 607.0803 of Florida Statutes.

Please file the attached documents and return a Certified Copy to my attention as specified in my letter of December 12, 1996. Should you have any questions, please contact me. Thank you.

Very truly yours,

A handwritten signature in cursive script that reads "Michael W. Briggs".

Michael W. Briggs

**ARTICLES OF INCORPORATION
OF
BARNETT REAL ESTATE MANAGEMENT, INC.**

FILED

96 DEC 13 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
Name

EFFECTIVE DATE
12-12-96

The name of this company shall be **Barnett Real Estate Management, 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, including, but not limited to, the acquisition, holding and sale of interests in real estate.

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
Stock of Corporation

Section 3.1 - Authorized Capital 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 Corporation is hereby authorized to issue one thousand (1,000) shares of Common Stock, with a par value of \$1,000 per share ("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 - Preferred Stock:

(a) The Corporation is hereby authorized to issue from time to time Preferred Stock, with a par value of \$1,000 per share ("Preferred Stock"), and for such consideration and on such terms as the Board of Directors may determine in the exercise of its authority. In connection with the issuance of such Preferred Stock of one or more series and with respect to the creation of any such series, the Board of Directors shall be empowered to fix by adoption of resolution or resolutions the powers and relative participating, optional, or other special rights of such series, and the qualifications, limitations or restrictions thereof. Such authority of the Board of Directors with respect to each such series shall include, but not be limited to, the determination of the following:

- (1) The distinctive designation of, and the number of shares comprising, such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but in no case below 100 shares per series or class) from time to time by the like action of the Board of Directors;
- (2) The dividend rate or amount for such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes or any other series of any class or classes of stock, and whether such dividends shall be cumulative, and if so, from which dates for such series;
- (3) Whether or not the shares of such series shall be subject to redemption by the Corporation and the times, prices and other terms and conditions of such redemption;
- (4) Whether or not the shares of such series shall be subject to the operation of a sinking fund or purchase fund to be applied to the redemption or purchase of such shares and if such a fund be established, the amount thereof and the terms and provisions relative to the application thereof;
- (5) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes, or of any other series of any classes of stock, of the Corporation and if provision be

made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;

- (6) Whether or not the shares of such series shall have voting rights, in addition to the voting rights provided by law, and if they are to have such additional voting rights, the extent thereof;
- (7) The rights of the shares of such series in the event of any liquidation, dissolution, or winding up of the Corporation or upon any distribution of its assets;
- (8) Any other powers, preferences, and relative, participating, optional or other special rights of the shares of such series, and the qualification, limitations, or restrictions thereof, to the full extent now or hereafter permitted by law and not inconsistent with the provisions hereof.

(b) All shares of any one series of Preferred Stock shall be identical in all respects, except as to the dates from which dividend thereon may be cumulative. All series of Preferred Stock shall rank equally and be identical in all respects except as otherwise provided in the resolution or resolutions providing for the issue of any series of Preferred Stock.

(c) Whenever dividends upon the Preferred Stock at the time outstanding, to the extent of the preference to which such stock is entitled, shall have been paid in full or declared and set apart for payment for all past dividend periods, and after the provisions for any sinking or purchase fund or funds for any series of Preferred Stock shall have been complied with, the Board of Directors may declare and pay dividends on the Common Stock, payable in cash, stock or otherwise; and the holders of shares of Preferred Stock shall not be entitled to shares therein, subject to the provisions of the resolution resolutions creating any series of Preferred Stock.

(d) Holders of Preferred Stock shall have no voting rights whatsoever.

Section 3.4 - Evidence of Ownership: The Corporation is hereby authorized to issue certificates, record book entries or otherwise evidence ownership of the Corporation's stock, whether Common or Preferred, in any manner not inconsistent with Chapter 607 of Florida Statutes.

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:

Louis J. Sipka
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:

William C. Hultman	-	50 North Laura Street Jacksonville, Florida 32202
R. Maxwell Gainer	-	50 North Laura Street Jacksonville, Florida 32202
Randy B. Robertson	-	50 North Laura Street Jacksonville, Florida 32202

Louis J. Sipka

- 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 32202-3638

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 12th day of December, 1996.


MICHAEL W. BRIGGS

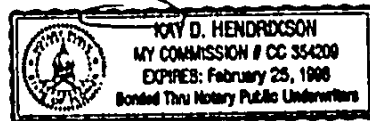
STATE OF FLORIDA)

SS

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by Michael W. Briggs. He is personally known to me and did take an oath.

NOTARY PUBLIC:

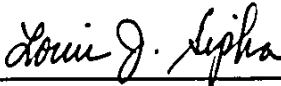


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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BARNETT REAL ESTATE MANAGEMENT, INC.**

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 Real Estate Management, 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 12th day of December, 1996.



Louis J. Sipka
Registered Agent

FILED
96 DEC 13 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA