

-P970000046102



Barnett Banks, Inc.

Carole A. Nixon
Assistant Vice President
Regulatory Relations

50 North Laura Street
Jacksonville, Florida 32202-3638

VIA OVERNIGHT MAIL

May 15, 1997

FILED
97 MAY 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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****122.50 ****122.50

Dear Mr. Godfrey:

I am enclosing for filing the Articles of Incorporation and the accompanying Certificate of Acceptance and Designation of Registered Agent for Acquisition Corp. 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.

nl 5/23/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1997

CAROLE A. NIXON
BARNETT BANKS, INC.
50 NORTH LAURA ST.
JACKSONVILLE, FL 32202-3638

SUBJECT: ACQUISITION CORP.
Ref. Number: W97000011722

We have received your document for ACQUISITION CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 297A00027022

**ARTICLES OF INCORPORATION
OF BARNETT ACQUISITION CORP.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 Acquisition Corp. (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 hundred (100) shares of Common Stock, with a par value of \$1.00 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 50 North Laura Street, Jacksonville, Florida 32202.

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

Michael W. Briggs, Esq.
50 North Laura Street, Mail Code 099-000-3255
Jacksonville, Florida 32202

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:

Hinton F. Nobles, Jr. Chairman of the Board	-	50 North Laura Street Jacksonville, Florida 32202
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Charles W. Newman President	-	50 North Laura Street Jacksonville, Florida 32202
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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 15th day of May, 1997.



Carole A. Nixon

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 15th day of May, 1997,
by Carole A. Nixon. She is personally known to me and did take an oath.

NOTARY PUBLIC:

Kay D. Hendrixson



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BARNETT ACQUISITION CORP.**

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 Acquisition Corp.**, 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 50 North Laura Street, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such Registered Agent, have hereto set my hand and seal at Jacksonville, Duval County, Florida, on the 15th day of May, 1997.


Michael W. Briggs, Esq., Registered Agent

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TALLAHASSEE, FLORIDA