Barnett

Carole A. Nixon Assistant Vice President Regulatory Relations Barnett Bank, N.A. 50 North Laura Street Jacksonville, FL 32202-3638

Paul 10000046102

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

Dear Mr. Godfrey:

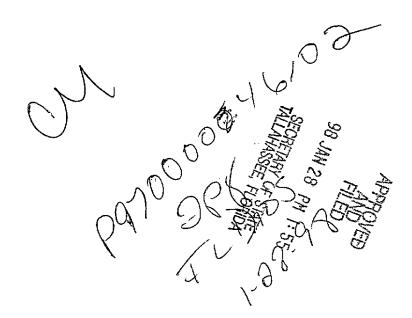
Enclosed is the original and one copy of the Articles of Dissolution for Barnett Acquisition Corp., a wholly-owned subsidiary of Barnett Bank that is being dissolved. Also enclosed is a check in the amount of \$35.00 which represents the required filing fee.

Please contact me at (904) 791-5039 if you have any questions or require additional information,

Sincerely,

Carole a. Nozu

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ARTICLES OF DISSOLUTION OF BARNETT ACQUISITION CORP.

BARNETT ACQUISITION CORP., a Florida corporation (the "Corporation"), by its undersigned officer, files these Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes, and states as follows:

The name of the corporation is BARNETT ACQUISITION CORP.

The dissolution of the Corporation was authorized by well tele consent of all shareholders of the Corporation, pursuant to sellion, 607.0704 of the Florida Statutes, said written consent being dated January 26, 1998.

The dissolution of the Corporation was authorized by the shareholders of the Corporation.

IN WITNESS WHEREOF and for the purpose of dissolving the Corporation under the laws of the State of Florida, the undersigned officer of the Corporation executes these Articles of Dissolution this day of January, 1998.

Debbie T. Hannwacken

Witness Witness

Signature of Officer

Charles W. Newman Name (Print or Type)

President Title

(Seal)