

Barnett

Carole A. Nixon
Assistant Vice President
Regulatory Relations

Barnett Bank, N.A.
50 North Laura Street
Jacksonville, FL 32202-3638

January 27, 1998
P97000046102

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. Nixon

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JAN 28 1998
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
APPROVED
AND
FILED
86220-1

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 the written consent of all shareholders of the Corporation, pursuant to Section 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 26 day of January, 1998.

Debbie T. Hannwacker
Witness

Kay S. Bandy
Witness

Charles W. Newman
Signature of Officer

Charles W. Newman
Name (Print or Type)

President
Title

(Seal)

98 JAN 28 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED