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BFC FINANCIAL CORPORATION

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**ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BFC FINANCIAL CORPORATION**

The Amended and Restated Articles of Incorporation, as amended, of BFC FINANCIAL CORPORATION, a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, and such amendments are set forth as follows:

1. The first sentence of the second paragraph of Article IV is hereby deleted in its entirety and replaced with the following:

"Special Class A Common Stock. The Corporation is authorized to issue 100,000,000 shares of Special Class A Common Stock at a par value of \$.01 per share."

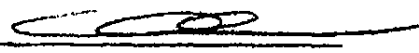
2. The first two paragraphs of Section 6 of Article V are hereby deleted in their entirety and replaced with the following:

"1. Designation and Amount. The shares of such series shall be designated "Class A Common Stock" (the "Class A Common Stock") and the number of shares constituting such series shall be 100,000,000."

The undersigned hereby certifies that the foregoing amendments were duly adopted and approved by the board of directors of the Corporation on April 22, 2009 and by the holders of the Corporation's Class A Common Stock and Class B Common Stock on May 19, 2009, and that the number of votes cast for the amendment was sufficient for approval.

Dated effective as of May 19, 2009

BFC FINANCIAL CORPORATION

By: 
Alan B. Levan,
Chairman, Chief Executive Officer and
President