

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 075077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

RECEIVED

00 JUN 15 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

BankAtlantic Financial Ventures II, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 12, 2000

Alison W. Miller
Stearns Weaver Miller Weissler et al
Museum Tower
150 West Flagler Street
Miami, Florida 33130

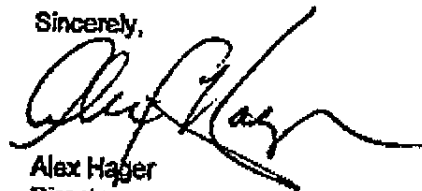
Dear Ms. Miller:

Re: "BankAtlantic Financial Ventures II, Inc."
"BankAtlantic Financial Ventures II, Ltd."

Reference is made to your letter/fax dated June 8, requesting approval of the above-referenced corporate names. You request approval of the names BankAtlantic Financial Ventures II, Inc., which will be a wholly-owned subsidiary of BFC Financial Corporation, a savings bank holding company which controls BankAtlantic Bancorp, the parent of BankAtlantic, F.S.B., and BankAtlantic Financial Ventures II, Ltd., which will be the Limited Partnership.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,


Alex Hager
Director

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TALLAHASSEE, FLORIDA

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BANKATLANTIC FINANCIAL VENTURES II, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of BANKATLANTIC FINANCIAL VENTURES II, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

BANKATLANTIC FINANCIAL VENTURES II, LTD.
2. The office and principal place of business for the Partnership currently is:

1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
3. The name and address of the agent for service of process on the Partnership
is:

Alison W. Miller
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the sole General Partner of the Partnership is:

BankAtlantic Financial Ventures II, Inc.
1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
5. The mailing address of the Partnership is:

1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304

Filed by:
Alison W. Miller, Florida Bar No. 220132
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395

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6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: June 14, 2000

BANK ATLANTIC FINANCIAL
VENTURES II, INC., a Florida corporation,
its General Partner

By: 
John E. Abdo, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Alison W. Miller hereby accepts her appointment as registered agent for BankAtlantic Financial Ventures II, Ltd., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: June 14, 2000


Alison W. Miller, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA }
COUNTY OF BROWARD } SS:

BEFORE ME, the undersigned authority, personally appeared John E. Abdo as President of BankAtlantic Financial Ventures II, Inc., a Florida corporation, as sole General Partner of BankAtlantic Financial Ventures II, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

BANKATLANTIC FINANCIAL VENTURES II,
INC., a Florida corporation, its General Partner

By: 

John E. Abdo, President

The foregoing instrument was acknowledged before me this 13th day of June, 2000, by John E. Abdo as President of BankAtlantic Financial Ventures II, Inc., a Florida corporation, as sole General Partner of BankAtlantic Financial Ventures II, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



Cenia A. Gilbert
MY COMMISSION # CC794138 EXPIRES
December 1, 2002
BUNDLED THRU TROY KAW INSURANCE A.

Print or Stamp Name: 

Notary Public, State of Florida at Large

Commission No.: CC 794138

My Commission Expires: DECEMBER 1, 2002

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