

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 : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FILED
00 JUL 27 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

BankAtlantic Financial Ventures II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION OF
BANKATLANTIC FINANCIAL VENTURES II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is BankAtlantic Financial Ventures II, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 1750 East Sunrise Boulevard, Fort Lauderdale, Florida 33304.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Alison W. Miller	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

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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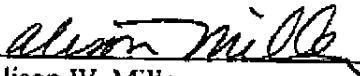
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ARTICLE VII
MANAGEMENT COMMITTEE

The Company is a manager managed company. The business affairs of the Company shall be managed and all the corporate powers thereof shall be vested in and exercised by a Management Committee. The Management Committee shall be appointed as provided in the Operating Agreement of the Company. The number of managers of the initial Management Committee shall be three (3) and thereafter may be increased or decreased from time to time by the resolution of the Management Committee.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 27th day of July, 2000.


Alison W. Miller
Authorized Representative of Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

- 1. The name of the Limited Liability Company is BankAtlantic Financial Ventures II, LLC.
- 2. The name and street address of the registered agent and office are:

Alison W. Miller
200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

By: Alison Miller
Alison W. Miller

EW-CO078261139\Art-org-BAFVII

Sent by: STEARNS WEAVER
JUL-27-2000 10:31

305 789 3395;
DIVISION OF BANKING

07/27/00 12:36PM; **JetFax** #728; Page 5/5
850 410 9548 P.02/02



ROBERT C. MILLIGAN
COMPTROLLER OF FLORIDA

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OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
82899-0350

July 27, 2000

Alison W. Miller
Stearns Weaver Miller et al.
Museum Tower
150 West Flagler Street
Suite 2200
Miami, Florida 33130

Dear Ms. Miller

Re. "BankAtlantic Financial Ventures II, LLC."

Reference is made to your letter/fax dated July 26, requesting approval of the above-referenced corporate name 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.

As Section 855.922(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 Heger
Director

:kr

cc: Karen Boyer, Chief
Bureau of Corporate Records
Secretary of State's Office

Division of Banking
101 East Gaines Street, Suite 536, Telephone: (850) 410-9111

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00 JUL 27 PM 1:05
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TALLAHASSEE, FLORIDA

TOTAL P.02

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