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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

LIMITED LIABILITY COMPANY

BankAtlantic Venture Partners 2, LLC

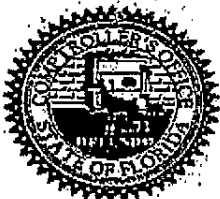
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

December 13, 2001

Barry E. Somerstein, Esq.
Ruden, McClosky, Smith,
Schuster & Russell, P.A.
200 East Broward Boulevard
Fort Lauderdale, Florida 33301

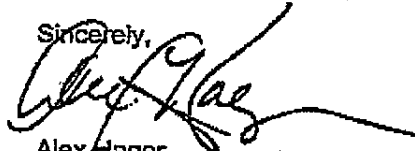
Dear Mr. Somerstein:

Re: BankAtlantic Venture Partners 1, LLC; BankAtlantic Venture Partners 2, LLC;
BankAtlantic Venture Partners 3, LLC and BankAtlantic Venture Partners 4, LLC

Thank you for your recent letter/fax requesting approval for use of the above-referenced names.

It is the opinion of this Department that the above-referenced corporate names are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced names being registered to conduct business in the state of Florida.

Sincerely,


Alex Hager
Director

AH:kr

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

Division of Banking
101 East Gaines Street, Suite 636, Telephone: (850) 410-8111

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**ARTICLES OF ORGANIZATION
OF
BANKATLANTIC VENTURE PARTNERS 2, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is BANKATLANTIC VENTURE PARTNERS 2, LLC. (the "Company").

2. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The street address of the principal office of the Company is: 1750 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 and the mailing address of the Company is: P.O. Box 5403, Fort Lauderdale, Florida 33310.

3. **REGISTERED AGENT.** The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Glen R. Gilbert, 1750 East Sunrise Boulevard, Fort Lauderdale, Florida 33304.

The undersigned has executed these Articles of Organization on the 11th day of December 2001.

By: _____

Glen R. Gilbert
Authorized Signatory of the Member

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BANKATLANTIC VENTURE PARTNERS 2, LLC.
2. The name and address of the registered agent and office is:

Glen R. Gilbert
1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304

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, I hereby accept the appointment as registered agent and agree to act in its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Glen R. Gilbert, Registered Agent

12/11/2001
(Date)

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