

SENT BY: RUDEN MCCLOSKEY

: 12-18-97 12:02PM :

Department of State: # 1

M24313

12/18/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
CONTACT: SUSAN OSBORNE  
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: ATLANTIC INVESTMENT - JACARANDA CORPORATION  
AUDIT NUMBER.....H97000020840  
DOC TYPE.....BASIC AMENDMENT  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C Amend

See 12/19



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

October 15, 1997

Thomas O. Katz  
Ruden, McClosky, Smith,  
Schuster & Russell, P.A.  
Post Office Box 1900  
Fort Lauderdale, FL 33302

Dear Mr. Katz:

Re: "BankAtlantic Venture Partners 1, Inc."

Reference is made to your letter/fax dated October 14, requesting approval of the above-referenced corporate name which will be a wholly owned subsidiary of BankAtlantic, a Federal Savings Bank, affiliated with the parent and holding company BankAtlantic Bancorp, Inc.

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 above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal line extending to the right.

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 E. Gaines Street  
The Fletcher Building-Sixth Floor  
Tallahassee, FL 32399-0350  
(904) 488-1111  
Fax # (904) 921-2365

:kr

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

H97000020840

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ATLANTIC INVESTMENT - JACARANDA CORPORATION**

The following provision of the Articles of Incorporation of Atlantic Investment - Jacaranda Corporation, a Florida corporation ("Corporation"), Charter Number M24313, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

BankAtlantic Venture Partners 1, Inc.

The foregoing amendment was adopted by a Joint Corporate Action of the sole Director and Shareholders of this Corporation dated December 8, 1997.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of December 8, 1997.

**ATLANTIC INVESTMENT  
JACARANDA CORPORATION**

By: \_\_\_\_\_

John E. Abdo, President

Prepared by:

Thomas O. Karr, Esq., FL Bar #355836  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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