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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) 922-4001

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BankAtlantic Financial Ventures II, Inc.

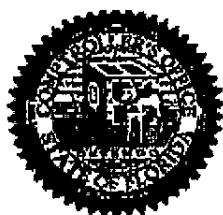
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

June 12, 2000

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

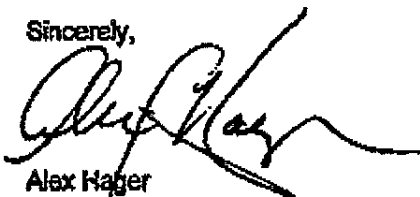
Dear Ms. Miller:

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

:kr

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

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ARTICLES OF INCORPORATION
OF
BANKATLANTIC FINANCIAL VENTURES II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **BANKATLANTIC FINANCIAL VENTURES II, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1750 East Sunrise Boulevard, Fort Lauderdale, Florida 33304.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and

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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shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

NameAddress

Alison W. Miller

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

NameAddress

Alison W. Miller

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of June, 2000.



Alison W. Miller, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Alison W. Miller, Registered Agent

I:\W-CO\07826\129\ARTICLES

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TALLAHASSEE, FLORIDA