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To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

BankUnited Investment Services, Inc.

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OFFICE OF FINANCIAL REGULATION

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FINANCIAL SERVICES
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CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

September 10, 2009

Mr. Kent W. Bartholomew
One U.S. Bank Plaza, 34th Floor
St. Louis, MO 63130

Dear Mr. Bartholomew:

Re: BankUnited Financial Services, Inc.

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

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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**ARTICLES OF INCORPORATION
OF
BANKUNITED INVESTMENT SERVICES, INC.**

The undersigned natural person of the age of eighteen (18) years or more for the purpose of forming a corporation under the Business Corporation Act of Florida ("BCA") adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is BankUnited Investment Services, Inc. (the "Corporation").

ARTICLE II

The street address of the principal office and mailing address of the Corporation is: 7815 N.W. 148th Street, Miami Lakes, FL 33016.

ARTICLE III

The Corporation is organized for the purposes of transacting any and all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE IV

The Corporation is authorized to issue one class of Common Stock. The number of shares of Common Stock authorized to be issued is One Thousand (1,000). The par value of each share of Common Stock is \$1.00.

ARTICLE V

The name of the initial registered agent of the Corporation and the Florida street address of the initial registered agent of the Corporation are: C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VI

The name and address of the incorporator is: Jeffrey Starr, 7815 N.W. 148th Street, Miami Lakes, FL 33016.

ARTICLE VII

A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless: (a) The director breached or failed to perform his or her duties as a director; and (b) The director's breach of, or failure to perform, those duties constitutes: (i) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) A circumstance under which the liability provisions of section 607.0834 of the BCA applicable; (iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interests of the Corporation, or willful misconduct; or (v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this
1st
day of October, 2009.



Jeffrey Starr, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BankUnited Investment Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1200 South Pine Island Road, Plantation, Florida 33324, has named C T Corporation System as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BankUnited Investment Services, Inc. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: October 5, 2009.

C T Corporation System

By: Katherine Lackey
Name: Katherine Lackey
Title: Asst. Sec.

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