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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BBX CAPITAL CORPORATION**

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**ARTICLES OF INCORPORATION  
OF  
BBX CAPITAL CORPORATION**

Pursuant to the provisions of Section 607.0202 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation is BBX Capital Corporation

**ARTICLE II - ADDRESS**

The principal office and mailing address of the corporation is 2100 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of common stock, par value \$0.01 per share.

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the corporation is 150 West Flagler Street, Suite 2200, Miami, Florida 33130, and the name of the registered agent of the corporation at such address is Alison W. Miller.

**ARTICLE V - INCORPORATOR**

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

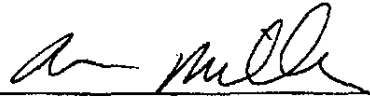
<u>Name</u>	<u>Address</u>
Alison W. Miller	150 West Flagler Street, Suite 2200 Miami, Florida 33130

**ARTICLE VI - INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said

indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or may be threatened to be made a party by reason of his or her being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 13th day of March 2012.



Alison W. Miller, Incorporator

#### REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for BBX Capital Corporation 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 her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: March 14, 2012



Alison W. Miller, Registered Agent

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