

09/24/2008 09:55 FAX 954 462-9571

STEARNS WEAVER MILLER

09/24/2008

Division of Corporations

Page 1 of 1

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**ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
BANKATLANTIC BANCORP, INC.**

The Restated Articles of Incorporation, as amended, of BANKATLANTIC BANCORP, INC., a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, and such amendment is set forth as follows:

1. Article VIII is hereby deleted in its entirety and replaced with the following:

"Except as otherwise specifically provided in these Articles of Incorporation, this Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida."

The undersigned hereby certifies that the foregoing amendment was duly adopted and approved by the board of directors of the Corporation on July 28, 2008 and, in accordance with Section 607.0704 of the Florida Business Corporation Act, by the written consent of the holder of outstanding shares of the Corporation's common stock having not less than the minimum number of votes that would be necessary to approve such amendment at a meeting at which all shares of the Corporation's common stock were present and voted. The number of shares of the Corporation's common stock for which written consent was given in favor of the foregoing amendment by the shareholders of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 24th day of September, 2008.

BANKATLANTIC BANCORP, INC.

By: _____

Alan B. Levan,
Chairman and Chief Executive Officer

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