

Division of Corporations

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

The Restated Articles of Incorporation 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. The first sentence of the first paragraph of Article III is hereby deleted in its entirety and replaced with the following:

"The aggregate number of shares of capital stock which this Corporation shall have authority to issue is One Hundred Forty-Four Million (144,000,000) of which Ten Million (10,000,000) shall be preferred stock, par value \$.01 per share, and of which One Hundred Thirty-Four Million (134,000,000) shall be common stock, par value \$.01 per share, consisting of One Hundred Twenty-Five Million (125,000,000) shares of a class designated "Class A Common Stock" and Nine Million (9,000,000) shares of a class designated "Class B Common Stock" (the Class A Common Stock and the Class B Common Stock are sometimes hereinafter referred to collectively as the "Common Stock")."

The undersigned hereby certifies that the foregoing amendment was duly adopted and approved by the board of directors of the Corporation on April 24, 2009 and by the holders of the Corporation's Class A Common Stock and Class B Common Stock, voting together as one group, and by the sole holder of the Corporation's Class B Common Stock, voting separately, on May 19, 2009, and that the number of votes cast for the amendment by each voting group was sufficient for approval.

Dated effective as of May 19, 2009

BANKATLANTIC BANCORP, INC.

By:   
Alan B. Levan,  
Chairman and Chief Executive Officer