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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
Camner, Lipsitz and Poller
PROFESSIONAL ASSOCIATION
SUITE 700
550 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 442-4994
FAX (305) 442-2389

March 31, 2004

Via Federal Express

Office of the Secretary of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment for BankUnited Financial Corporation

Dear Sir or Madam:

Enclosed please find two signed copies of the Articles of Amendment for BankUnited Financial Corporation and a check for $43.75 in payment of the required filing fees.

Please file one copy of the Articles of Amendment and return one certified copy to the undersigned using the enclosed self-addressed, stamped envelope.

If you have any questions regarding this matter, please call me at (305) 529-2914. Thank you.

Very truly yours,

Errin E. Camner

EEC/liz

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ARTICLES OF AMENDMENT
TO
BANKUNITED FINANCIAL CORPORATION

FILED
04 MAR 31 AM 10: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is BankUnited Financial Corporation (the "Corporation").

2. The amendments adopted amend the Statement of Designation of the Series I Class A Common Stock and Class B Common Stock of the Corporation.

   a. The second paragraph of the Statement of Designation of the Series I Class A Common Stock and Class B Common Stock of the Corporation shall provide in its entirety as follows:

      WHEREAS, the Board of Directors of the Corporation desires to (i) establish a series of the Class A Common Stock, designating such series "Series I Class A Common Stock," (ii) allocate 50,000,000 shares of the authorized Class A Common Stock to the Series I Class A Common Stock, (iii) fix and determine the relative rights and preferences of the shares of the Series I Class A Common Stock, and (iv) fix and determine the conversion rights of the Class B Stock;

   b. Paragraph (1) of Section I of the Statement of Designation of the Series I Class A Common Stock of the Corporation shall provide in its entirety as follows:

      I. Designation, Allocation and Rights of Series I Class A Common Stock.

      (1) Designation and Allocation. 50,000,000 of the 60,000,000 shares of Class A Common Stock authorized by the Articles of Incorporation of the Corporation hereby are determined to be and shall be of a series designated as Series I Class A Common Stock (herein called "Series I Class A Stock").

3. These amendments were duly adopted by the Board of Directors of the Corporation on March 24, 2004.

4. No shareholder action was required to adopt the amendments.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by the undersigned on this 24th day of March, 2004.

BANKUNITED FINANCIAL CORPORATION

By: ______________________
Lawrence H. Blum

8-13424.eec.ArtsAmend