

P96000046339

Law Offices
Stugin and Camner

PROFESSIONAL ASSOCIATION
25TH FLOOR
1221 BRICKELL AVENUE
MIAMI, FLORIDA 33131-3858
(305) 577-0600
May 23, 1996

FILED
55 MAY 24 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100001889271
-05/24/96--01106--011
***122.50 ***122.50

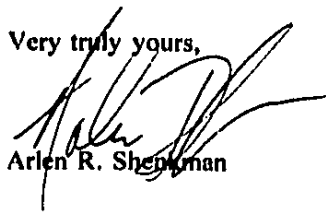
Dear Sir or Madam:

Enclosed please find the following:

1. Two signed copies of the Articles of Incorporation for BankUnited Mortgage Corporation and a check in the amount of \$122.50 for the required fees. Please file one copy and return the certified copy to the undersigned using the enclosed self-addressed stamped envelope.
2. The consent of the Office of the Comptroller, Department of Banking and Finance, to use the name "BankUnited Mortgage Corporation."
3. The consent of BankUnited to use of the name "BankUnited Mortgage Corporation."

Should you have any questions regarding this matter, please telephone the undersigned at (305) 577-0600. Thank you.

Very truly yours,


Arlen R. Shepman

ARS/liz
Enclosures

6-110871LARS

5-31-96
K

FLORIDA'S PREMIER BANK

May 14, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

To whom it may concern:

BankUnited Financial Corporation hereby consents to the use of the corporate name "BankUnited Mortgage Corporation." Should you have any questions please contact the undersigned at (305) 569-2000.

Very truly yours,

BankUnited Financial Corporation

By: Nancy Ashton
Nancy Ashton, Senior Vice President

NA/liz

G-11087B.ARS



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-350

May 15, 1996

Arlen R. Shenkman, Esq.
Stuzin and Camner
Law Offices
1221 Brickell Avenue
25th Floor
Miami, FL 33131-3258

Dear Mr. Shenkman:

Re: "BankUnited Mortgage Corporation"

Reference is made to our phone conversation of this date and your letter/fax dated May 14, 1996, requesting approval of the above-referenced Florida corporate name which will be a wholly-owned subsidiary of BankUnited Financial Corporation, the holding company of BankUnited, FSB, Coral Gables, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to do business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # 904-221-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

ARTICLES OF INCORPORATION
FOR
BANKUNITED MORTGAGE CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is "BANKUNITED MORTGAGE CORPORATION."

ARTICLE II

The principal office and mailing address of this corporation is 255 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, \$.01 par value.

ARTICLE VI

The street address of the initial registered office is 255 Alhambra Circle, Coral Gables, Florida 33134. The name of the corporation's registered agent at such address is Nancy Ashton.

FILED
96 MAY 24 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be less than one.

ARTICLE VIII

The name and address of the incorporator is Samuel Milne, 255 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE X

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Samuel Milne, being the Incorporator of BankUnited Mortgage Corporation, make and file these Articles of Incorporation this 22nd day of May, 1996.

Samuel Milne
Samuel Milne, Incorporator

IN WITNESS WHEREOF, I, Nancy Ashton, having been named the Registered Agent and to accept service of process for BankUnited Mortgage Corporation at the place designated in these Article of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 22nd day of May, 1996.

Nancy Ashton
Nancy Ashton,
Registered Agent

FILED
96 MAY 24 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22nd day of May, 1996 by Nancy Ashton, who is personally known to me or who has produced a valid driver's license as identification and who did take an oath.

Elizabeth Bond
Notary Public
State of Florida

Printed Name: ELIZABETH BOND

Commission No.: _____

My Commission Expires: _____