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3/26/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS	FAX #: (850)922-4001
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,	ACCT#: 076077000521
CONTACT: SUSAN OSBORNE	FAX #: (954)764-4996
PHONE: (954)761-2910	
NAME: BANKATLANTIC VENTURE PARTNERS 6, INC.	
AUDIT NUMBER.....H98000005854	
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.	
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SENT BY:RUDEN MCCLOSKEY

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305 Department of State:H 1

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 TALLAHASSEE FLORIDA



OFFICE OF COMPTROLLER  
 DEPARTMENT OF BANKING AND FINANCE  
 STATE OF FLORIDA  
 TALLAHASSEE  
 32399-0350

ROBERT F. MILLIGAN  
 COMPTROLLER OF FLORIDA

March 25, 1998

Thomas O. Katz  
 Ruden, McClosky, Smith,  
 Schuster & Russell, PA  
 Post Office Box 1900  
 200 East Broward Blvd.  
 Fort Lauderdale, FL 33301

Dear Mr. Katz:

- Re: "BankAtlantic Venture Partners 6, Inc."  
 "BankAtlantic Venture Partners 7, Inc."  
 "BankAtlantic Venture Partners 8, Inc."  
 "BankAtlantic Venture Partners 9, Inc."  
 "BankAtlantic Venture Partners 10, Inc."  
 "BankAtlantic Partners, Inc."

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Reference is made to your letter/fax dated March 24, requesting approval of the above-referenced "BankAtlantic Venture Partners" corporate names which are owned by BankAtlantic's (FSB), wholly-owned subsidiary BankAtlantic Development Corporation.

Approval is also requested for "BankAtlantic Partners, Inc." which will be wholly owned by BankAtlantic Bancorp, Inc., the parent and holding company of BankAtlantic, FSB.

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 transact business in the State of Florida.

Sincerely,

Wm. Douglas Johnson  
 Assistant Director  
 Division of Banking  
 101 E. Gaines Street  
 Fletcher Bldg.-6th Floor  
 Tallahassee, FL 32399-0350  
 (850) 488-1111

:kr

cc: Karon Beyer, Chief  
 Bureau of Corporate Records

H98000005854

**ARTICLES OF INCORPORATION  
OF  
BANKATLANTIC VENTURE PARTNERS 6, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

**BankAtlantic Venture Partners 6, Inc.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 1750 E. Sunrise Blvd., Fort Lauderdale, Florida 33304.

**ARTICLE III**

**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$1.00 per share.

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Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
TEL: 308961111 (954) 764-6660

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**ARTICLE IV**

**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 1750 E. Sunrise Blvd., Fort Lauderdale, Florida 33304 and the initial registered agent of this Corporation at that address shall be Jack A. Furman.

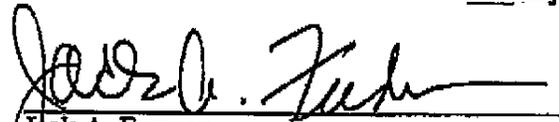
**ARTICLE V**

**INCORPORATOR**

The name and street address of the persons signing these Articles of Incorporation is:

Jack A. Furman  
1750 E. Sunrise Blvd.  
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 25<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
Jack A. Furman  
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
\_\_\_\_\_  
Jack A. Furman  
Registered Agent

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
FTL:308961:1 (954) 764-6660

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