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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,
CONTACT: SUSAN OSBORNE
PHONE: (954)761-2910

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: BANKATLANTIC PARTNERS, INC.

AUDIT NUMBER.....H98000005859

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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SENT BY: RUDEN MCCLOSKEY

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight MAR 27 1998



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

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."

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

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**ARTICLES OF INCORPORATION
OF
BANKATLANTIC PARTNERS, 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 Partners, 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.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
FTL: 308978:1 (954) 764-6660

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ARTICLE IV**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

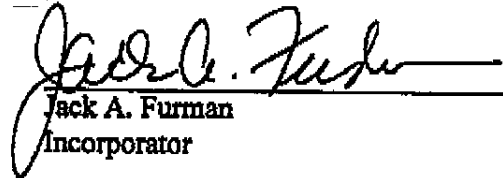
The street address of the initial registered office of this Corporation in the State of Florida is 1750 E. Sunrise Blvd., Fort Lauderdale, Florida 33304 and the initial registered agent of this Corporation at that address shall be Jack A. Furman.

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 25th 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
(954) 764-6660

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