

04-28-98 09:38

From-RUDEN MCCLOSKEY

954764499

T-092

P.01/0

E-730

P98000028661

4/24/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

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.....H98000007775

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES.....1

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: BANKATLANTIC PARTNERS, INC.

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4/24/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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.....H98000007775

DOC TYPE.....BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 27, 1998

BANKATLANTIC PARTNERS, INC.
1750 E SUNRISE BLVD
FORT LAUDERDALE, FL 33304

SUBJECT: BANKATLANTIC PARTNERS, INC.
REF: P98000028661

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: H98000007775
Letter Number: 298A00022503

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BANKATLANTIC PARTNERS, INC.**

The following provision of the Articles of Incorporation of BankAtlantic Partners, Inc., a Florida corporation ("Corporation"), Charter Number P98000028661 be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

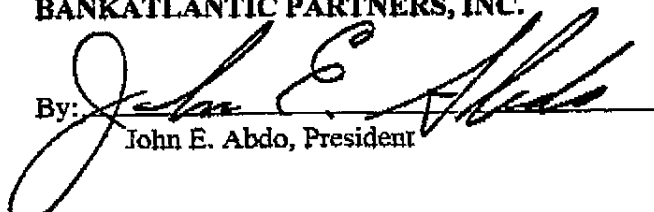
BankAtlantic Bancorp Partners, Inc.

FILED
98 APR 28 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing amendment was adopted by a Joint Corporate Action of the sole Director and the sole Shareholder of this Corporation dated APRIL 15, 1998.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of APRIL 15, 1998.

BANKATLANTIC PARTNERS, INC.

By: 

John E. Abdo, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
FTL 314238:1 (954) 764-6660

H98000007775



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

April 10, 1998

Barry B. Somerstein
Ruden McClosky Smith
Schuster & Russell, PA
Post Office Box 1900
200 East Broward Blvd.
Fort Lauderdale, FL 33301

Dear Mr. Somerstein.

Re: "BankAtlantic Bancorp Partners, Inc."

Reference is made to your letter/fax dated April 9, requesting approval of the above-referenced corporate name which is a wholly owned by BankAtlantic Bancorp, Inc., the 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,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal line extending to the right.

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
Secretary of State's Office

H98000007775