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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954)761-2910
Fax Number : (954)764-4996

FLORIDA PROFIT CORPORATION OR P.A.

BankAtlantic Venture Partners 12, Inc.

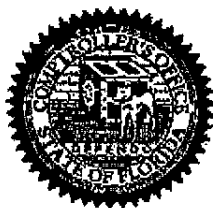
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

April 20, 1999

H99 — 10052 1

Thomas O. Katz
Ruden, McClosky, Smith,
Schuster & Russell, P.A.
Post Office Box 1900
Fort Lauderdale, FL 33301

Dear Mr. Katz:

Re: "BankAtlantic Venture Partners 11, Inc."
"BankAtlantic Venture Partners 12, Inc."
"BankAtlantic Venture Partners 13, Inc."
"BankAtlantic Venture Partners 14, Inc."
"BankAtlantic Venture Partners 15, Inc."
"BankAtlantic Venture Partners 16, Inc."

Reference is made to your letter/fax dated April 14, requesting approval of the above-referenced corporate names which will be new wholly-owned entities of BankAtlantic Development Corporation. BankAtlantic Development Corporation is a wholly-owned subsidiary of BankAtlantic, a Federal Savings Bank, Fort Lauderdale, 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 use of the above corporate names being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in cursive script, appearing to read "Art Simon".

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

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

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**ARTICLES OF INCORPORATION
OF
BANKATLANTIC VENTURE PARTNERS 12, 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 12, 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
FEL: 411657:1 (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:

Jarett Levan
1750 E. Sunrise Blvd.
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 28 day of April, 1999.


Jarett Levan
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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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
FTL:411657:1 (954) 764-6660

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