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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

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Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**BANKATLANTIC INSURANCE GROUP, INC.**

Certificate of Status	0
Certified Copy	1
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N. Culligan SEP 20 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 10, 1999

EMPIRE

SUBJECT: BANKATLANTIC INSURANCE GROUP, INC.
REF: W99000020878

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.

You must list the corporation's principal office and/or a mailing address in the document.

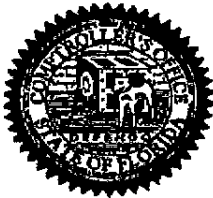
Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000022718
Letter Number: 899A00044763



ROBERT F. MULLIGAN
COMPTROLLER OF FLORIDA

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

September 16, 1999

Daniel W. Carlson
Associate General Counsel
Professional Insurance Underwriters, Inc.
1600 West Commercial Boulevard
Fort Lauderdale, Florida 33310-9088

Dear Mr. Carlson:

Re: "BankAtlantic Insurance Group, Inc."

Reference is made to your letter/fax dated September 16, requesting approval of the above-referenced corporate name which will be a subsidiary of BankAtlantic, Fort Lauderdale, Florida.

As Section 855.922(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 name 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

:kr

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BANKATLANTIC INSURANCE GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is BANKATLANTIC INSURANCE GROUP, INC.

ARTICLE TWO

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE THREE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted to be transacted by a corporation under the laws of the State of Florida.

ARTICLE FOUR

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred(7500) shares of common stock (having a par value of \$1.00 per share).

Prepared By: Daniel W. Carlson, Esq.
1600 West Commercial Blvd.
Fort Lauderdale, Florida 33309
FL Bar No.: 0069035

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H99000022718**ARTICLE FIVE**

The street address of the principal office and initial registered office of the corporation is, 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309 and the name of its initial registered agent is John M. Camillo, Esq.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is TWO and the names and addresses of each person who is to serve as a director is:

Alan Levan
1750 East Sunrise Boulevard
Ft. Lauderdale, Florida 33304

Philip E. Morgaman
1600 West Commercial Blvd.
Fort Lauderdale, Florida 33309

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

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(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holder of ten percent (10%) of all outstanding shares.

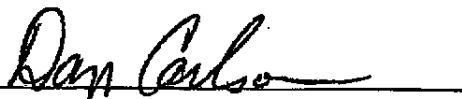
ARTICLE TEN

The stockholders shall have the right, by majority vote of all holders of outstanding shares, at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE ELEVEN

The name and address of the incorporator is:

Daniel W. Carlson, Esq.
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309



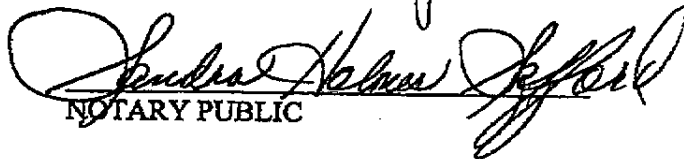
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STATE OF FLORIDA
COUNTY OF BROWARD

Before me personally appeared Daniel W. Carlson, Esq., to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of Sept., 1999.


NOTARY PUBLIC

My Commission Expires:



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ADDENDUM TO ARTICLES OF INCORPORATION
FOR
BANKATLANTIC INSURANCE GROUP, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BANKATLANTIC INSURANCE GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Fort Lauderdale, County of Broward, State of Florida has named John M. Camillo, Esq., 1600 West Commercial Blvd. Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


John M. Camillo, Esq.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

ON THIS 9th day of Sept., 1999, before me appeared John M. Camillo, Esq., to me personally known and who acknowledged the execution of the foregoing instrument as his free act and deed.

SWORN TO AND SUBSCRIBED before me this 9th day of Sept., 1999.


Notary Public



My Commission Expires:

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TOTAL P.08