

SENT BY:RUDEN MCCLOSK

:10-13-97 10:43AM ;

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S54745

10/13/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000016990 #))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: HEARTWOOD 12, INC.

AUDIT NUMBER.....H97000016990

DOC TYPE.....BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1997

HEARTWOOD 12, INC.
1750 EAST SUNRISE BLVD.
FORT LAUDERDALE, FL 33304

SUBJECT: HEARTWOOD 12, INC.
REF: 854745

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

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) 488-1111.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E97000016990
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

E97000016990

October 15, 1997

Thomas O. Katz
Ruden, McClosky, Smith,
Schuster & Russell, P.A.
Post Office Box 1808
Fort Lauderdale, FL 33302

Dear Mr. Katz:

Re: "BankAtlantic Venture Partners 1, Inc."

Reference is made to your letterfax dated October 14, requesting approval of the above-referenced corporate name which will be a wholly owned subsidiary of BankAtlantic, a Federal Savings Bank, affiliated with the parent and holding company BankAtlantic Bancorp, Inc.

As Section 955.922(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
The Fletcher Building-Sixth Floor
Tallahassee, FL 32399-0350
(904) 493-1111
Fax: (904) 621-2165

:kz

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

E97000016990

H97000016990

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEARTWOOD 12, INC.**

The following provision of the Articles of Incorporation of Heartwood 12, Inc., a Florida corporation ("Corporation"), Charter Number S54745, 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

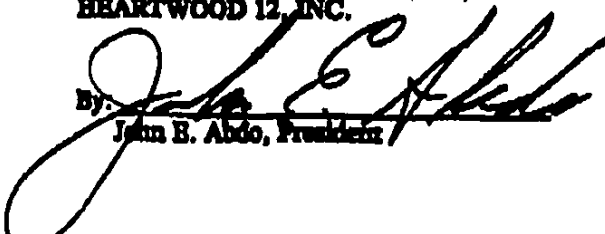
The name of this Corporation shall be:

BankAtlantic Venture Partners 1, Inc.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and all the Directors of this Corporation dated October 8, 1997.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of October 8, 1997.

HEARTWOOD 12, 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
(954) 764-6660

FTL:MUM:1