



BankAtlantic.

BankAtlantic
P.O. Box 8608
Fort Lauderdale, FL 33310-8608
(954) 760-5000

S54745

June 30, 1998

Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

500002580295--5
-07/06/98--01065--017
*****35.00 *****35.00

Re: Our File # 98-1694

Dear Sir,

Enclosed please find an Amendment to the Articles of Incorporation of Heartwood 12, Inc., changing the name of the corporation to BankAtlantic Mortgage, Inc.

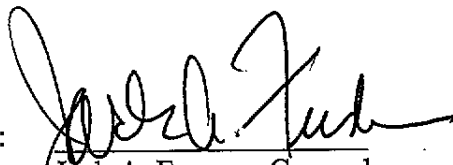
We enclose our check in the amount of \$35 for the filing of this amendment and look forward to receiving a certificate of amendment from your office reflecting the change of name.

Trusting that the foregoing is to your satisfaction.

Very truly yours,

BankAtlantic

By:


Jack A. Furman, Counsel

JAF/dcm
Enclosure

FILED
98 AUG 14 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c. Amend

See 8/1/98





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

48-1044
RECEIVED
LEGAL DEPT.

JUL 20 1998

BY: DJ

July 14, 1998

JACK A. FURMAN
BANKATLANTIC
P.O. BOX 8608
FORT LAUDERDALE, FL 33310-8608

SUBJECT: HEARTWOOD 12, INC.
Ref. Number: S54745

We have received your document for HEARTWOOD 12, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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

Letter Number: 698A00037396

RECEIVED
98 AUG 14 AM 10:48
DIVISION OF CORPORATIONS



BankAtlantic.

BankAtlantic
P.O. Box 8608
Fort Lauderdale, Florida 33310-8608
(954) 760-5000

August 11, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Heartwood 12, Inc. Change of Name
Reference # S54745 Our File # 98-1694

Gentlemen,

In accordance with my letter to your office dated June 30, 1998, I acknowledge receipt of your letter dated July 14, 1998, indicating that you could not accept the change of name without approval from the Florida Division of Banking.

Enclosed is a copy of a letter dated July 27, 1998, from the Office of the Comptroller of the State of Florida indicating that BankAtlantic can use the name BankAtlantic Mortgage, Inc. for its wholly owned subsidiary.

Therefore, I am once again enclosing the Amendment to the Articles of Incorporation, as well as a copy of your letter of July 14th, and a copy of the comptroller's letter of July 27th.

I trust that with these enclosures you will file the amendment and return a confirmation to us.

Very truly yours,

BankAtlantic

By:

Jack A. Furman, Counsel

JAF/dcm
Enclosures





ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

July 27, 1998

Mr. Jack A. Furman
Counsel
BankAtlantic
P. O. Box 8608
Ft. Lauderdale, FL 33310-8608

Re: "BankAtlantic Mortgage, Inc."
Your file #98-1694

Dear Mr. Furman:

Reference is made to your letter dated July 21 requesting approval of the above-referenced corporate name change from Heartwood 12, Inc. to BankAtlantic Mortgage, Inc., which will be a wholly owned subsidiary of BankAtlantic, a federal savings bank, located in Ft. Lauderdale.

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 name being registered to transact business in the State of Florida.

Sincerely,

A handwritten signature in cursive script, reading "Wm. Douglas Johnson".

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg. - Sixth Floor
850/414-8058

WDJ/lam

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



BankAtlantic.

BankAtlantic
P.O. Box 8608
Fort Lauderdale, FL 33310-8608
(954) 760-5000

RECEIVED
DIRECTOR'S OFFICE
DIVISION OF BANKING
FILE

July 21, 1998

JUL 24 1998

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg. 6 Floor
Tallahassee, FL 32399-0350

RT: _____ CY: _____

Re: Change of Name from Heartwood 12, Inc. to
BankAtlantic Mortgage, Inc. Our File # 98-1694

Gentlemen,

BankAtlantic, a federal savings bank, with its principal office in Ft. Lauderdale, Florida, has many wholly owned subsidiaries through which it operates various divisions of the bank.

We recently submitted a change of name certificate for Heartwood 12, Inc., a Florida corporation, which is a wholly owned subsidiary of BankAtlantic. We requested a change of name of said corporation from Heartwood 12, Inc. to BankAtlantic Mortgage, Inc. BankAtlantic services a substantial number of mortgages and has decided to put them into a wholly owned subsidiary of the bank. In view of the fact that the word Bank is included in the name of this new subsidiary corporation the Department of State has advised us that we must obtain your approval to the use of the name.

Please consider this letter as a request by BankAtlantic for authority to use the name BankAtlantic Mortgage, Inc. for its wholly owned subsidiary.

Thanking you for your prompt response.

Very truly yours,

BankAtlantic

By:

Jack A. Furman, Counsel

JAF/dcm



AMENDMENT TO ARTICLES OF INCORPORATION OF HEARTWOOD 12, INC.

Pursuant to a written consent of the sole Shareholder, BankAtlantic, a Federal Savings Bank, and upon the unanimous vote of the Board of Directors of the corporation, an amendment to the articles of Heartwood 12, Inc. was adopted on June 2, 1998. This amendment amends the Articles of Incorporation originally filed with the Secretary of the State of Florida on May 23, 1991, under the name of Windmere 12, Inc., as same have previously been amended and further amend said articles in the following respect and the following respect only:

Article I - Name The name of this corporation is BankAtlantic Mortgage, Inc.

Said amendment was adopted on June 2, 1998.

Heartwood 12, Inc.

By: 

Frank V. Grieco, President

FILED
98 AUG 14 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA