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Camner, Lipsitz and Poller

PROFESSIONAL ASSOCIATION
SUITE 700
550 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 442-4994
FAX (305) 442-2389

June 5, 2002

Office of the Secretary of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

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-06/13/02--01005--005
-****43.75 ****43.75

Re: Articles of Amendment for BankUnited Financial Corporation

Dear Sir or Madam:

Enclosed please find two signed copies of the Articles of Amendment for BankUnited Financial Corporation and a check for \$43.75 in payment of the required filing fees.

Please file one copy of the Articles of Amendment and return one certified copy to the undersigned using the enclosed self-addressed, stamped envelope.

If you have any questions regarding this matter, please call me at (305) 529-2914. Thank you.

Very truly yours,



Errin E. Camner

FILED
02 JUN 13 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

T BROWN JUN 17 2002

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
BANKUNITED FINANCIAL CORPORATION

FILED
02 JUN 13 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is BankUnited Financial Corporation (the "Corporation").
2. The amendments adopted amend the Statement of Designation of the Noncumulative Convertible Preferred Stock, Series B of the Corporation as follows:
 - a. The second paragraph of the Statement of Designation of the Noncumulative Convertible Preferred Stock, Series B shall provide in its entirety as follows:

WHEREAS, the Board of Directors of the Corporation desires to (i) establish a second series of its class of Preferred Stock, designating such series "Noncumulative Convertible Preferred Stock, Series B," (ii) allocate 2,000,000 shares of the authorized Preferred Stock to the Noncumulative Convertible Preferred Stock, Series B, and (iii) fix and determine the relative rights and preferences of the shares of the Noncumulative Convertible Preferred Stock, Series B;

- b. The fourth paragraph of the Statement of Designation of the Noncumulative Preferred Stock, Series B shall provide in its entirety as follows:

RESOLVED, that 2,000,000 of the 10,000,000 shares of the class of Preferred Stock authorized by the Articles of Incorporation of the Corporation be and hereby are determined to be and shall be of a series designated as Noncumulative Convertible Preferred Stock, Series B (the "Series B Preferred Stock") and that the following is a statement fixing and determining the variations in the relative rights and preferences of the Series B Preferred Stock pursuant to authority vested in the Board of Directors by the Articles of Incorporation of the Corporation.

3. These amendments were duly adopted by the Board of Directors of the Corporation on March 20, 2002.
4. No shareholder action was required to adopt the amendments.

IN WITNESS WHEREOF, the Articles of Amendment have been executed on behalf of the Corporation by the undersigned on this 4th Day of May, 2002.

BANKUNITED FINANCIAL CORPORATION

By: 

Marc Lipsitz
Secretary and Director, BankUnited Financial
Corporation