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November 5, 1997

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

97 NOV -6 AM 9:26
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Articles of Amendment for BankUnited Financial Corporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment for BankUnited Financial Corporation and a check for \$35 in payment of the required filing fee.

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

Very truly yours,

Bridget Wong
Bridget Wong

BAW/liz

VS NOV 13 1997

6-11485B.BAW

Amend

ARTICLES OF AMENDMENT
TO
STATEMENT OF DESIGNATION
OF
NONCUMULATIVE CONVERTIBLE PREFERRED STOCK, SERIES B
OF
BANKUNITED FINANCIAL CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is BankUnited Financial Corporation (the "Corporation").
2. The text of the amendment (the "Amendment") to the Statement of Designation (the "Statement of Designation") of Noncumulative Convertible Preferred Stock, Series B of BankUnited Financial Corporation is that the first four paragraphs of the Statement of Designation as filed with the Florida Department of State, are amended to provide in their entirety as follows:

"WHEREAS, pursuant to Article VI of the Articles of Incorporation of BankUnited Financial Corporation (the "Corporation"), and Section 607.0602 of the Florida Business Corporation Act, the Board of Directors of the Corporation is authorized to divide the Corporation's authorized Preferred Stock into series and, within the limitations set forth therein, fix and determine the relative rights and preferences of the shares of any series so established; and

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 500,000 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;

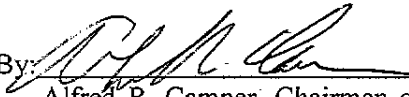
NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby designates the following as the relative rights of the Noncumulative Convertible Preferred Stock, Series B:

RESOLVED, that 500,000 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. The Amendment was duly adopted by the Board of Directors of the Corporation on October 27, 1997.
4. No shareholder action was required to adopt the Amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by the undersigned who is a member of the Board of Directors of the Corporation this 4th day of November, 1997.

BANKUNITED FINANCIAL CORPORATION

By: 
Alfred R. Camner, Chairman of the Board,
Chief Executive Officer and President of
BankUnited Financial Corporation