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Cert.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bluegreen Receivables Finance Corporation VII
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Linda Elaine Ragan, Esq.
(Name of Person)
Weinstock & Scavo, PC
(Firm/Company)
3405 Piedmont Road, NE, Suite 300
(Address)
Atlanta, GA 30305
(City/State and Zip code)

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For further information concerning this matter, please call:

Linda Ragan at (404) 231-3999
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399.

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

WEINSTOCK & SCAVO, P.C.
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BRETT MENDELL
ADMITTED IN CA ONLY

Writer's Email Address:
lragan@wslaw.net

February 25, 2004

VIA FEDERAL EXPRESS

Diane Cushing
Florida Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Application by Foreign Corporation for Authorization to Transact Business in
Florida Bluegreen Receivables Finance Corporation VII**


Dear Ms. Cushing:

Enclosed please find an original Certificate of Existence for Bluegreen Receivables Finance Corporation VII ("BRFC VII") issued by the Delaware Secretary of State, BRFC VII's state of incorporation. The enclosed Certificate is being forwarded to you for the purpose of supplementing the above-captioned Application which was filed with your office on February 12, 2004.

Please return a letter of acknowledgment and one (1) **certified copy** of the filed and approved Application to my attention in the self-addressed Federal Express Envelope enclosed with the originally filed Application.

Thank you for your assistance with this matter and your prompt return of the requested items. Please do not hesitate to contact me should you need any additional information.

Sincerely,


Linda Elaine Ragan

Enclosure

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Bluegreen Receivables Finance Corporation VII
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 28, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4960 Conference Way North, Suite 100, Boca Raton, FL 33431
(Principal office address)

4960 Conference Way North, Suite 100, Boca Raton, FL 33431
(Current mailing address)

8. All legal business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Services Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

**Jeanine Reynolds
as its agent**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Allan Herz

Address: 4960 Conference Way North, Suite 100, Boca Raton, FL 33431

Vice Chairman: John Chiste

Address: 4960 Conference Way North, Suite 100, Boca Raton, FL 33431

Director: Bernard J. Angelo

Address: c/o Global Securitization Services

495 Broad Hollow Road, Suite 239, Melville, NY 11747

Director: Not Applicable

Address: _____

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B. OFFICERS

President: Terrell R. Jones

Address: 4960 Conference Way North, Suite 100, Boca Raton, FL 33431

Vice President: Not Applicable

Address: _____

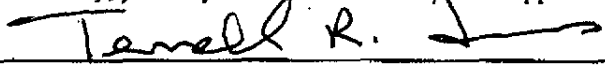
Secretary: Terrell R. Jones

Address: 4960 Conference Way North, Suite 100, Boca Raton, FL 33431

Treasurer: John Chiste

Address: 4960 Conference Way North, Suite 100, Boca Raton, FL 33431

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Vice President, Terrell R. Jones

(Typed or printed name and capacity of person signing application)

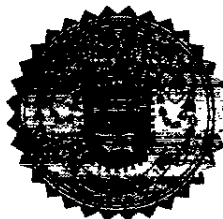
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUEGREEN RECEIVABLES FINANCE CORPORATION VII" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2947134

DATE: 02-24-04