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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

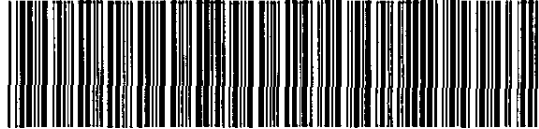
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

BRYAN OCT 27 2005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pinnacle Vacations, Inc.
(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:

Yvonne Seoane
(Name of Person)

c/o Bluegreen Corporation
(Firm/Company)

4960 Conference Way North, Suite 100
(Address)

Boca Raton, FL 33431
(City/State and Zip code)

For further information concerning this matter, please call:

Yvonne Seoane at (561) 912-8000
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

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. Pinnacle Vacations, Inc.

(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

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. 10/11/05

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

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. Any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

(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 NOT acceptable)

Name: Corporation Service 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.

Deborah D. Skipper (Registered agent's signature)

Deborah D. Skipper Asst. V. Pres.

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: George F. Donovan

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

Vice Chairman: John M. Maloney

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

Director: Anthony M. Puleo

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

Director: _____

Address: _____

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B. OFFICERS

President: John M. Maloney

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

Vice President: Ray Lopez

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

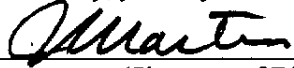
Secretary: James R. Martin

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

Treasurer: Anthony M. Puleo

Address: 4960 Conference Way North, Suite 100, Boca Raton, Florida 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. James R. Martin, Secretary
(Typed or printed name and capacity of person signing application)

Pinnacle Vacations, Inc.

Officers:

John M. Maloney, President
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Ray Lopez, Vice President
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Domenic Spirito, Vice President
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Sherry Long, Vice President
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Anthony M. Puleo, Vice President
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Ahmad Wardak, Vice President
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Anthony M. Puleo, Treasurer
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Ray Lopez, Assistant Treasurer
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

James R. Martin, Secretary
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Jeffrey C. Lorenz, Assistant Secretary
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Directors:

George F. Donovan
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

John M. Maloney
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

Anthony M. Puleo
4960 Conference Way North, Suite 100
Boca Raton, Florida 33431

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Delaware

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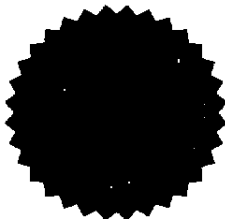
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PINNACLE VACATIONS, INC." 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 FOURTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PINNACLE VACATIONS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4225667

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DATE: 10-14-05