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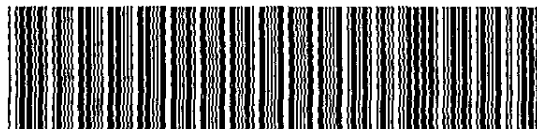
(Business Entity Name)

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February 13, 2006

Writer's email address:  
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**VIA FEDERAL EXPRESS**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Re: **Bluegreen Receivables Finance Corporation XI**

Dear Sir or Madam:

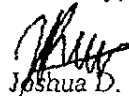
Attached hereto please find the following items necessary to file an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced company:

1. A completed and executed Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. An original Certificate of Existence (certificate of good standing) from the jurisdiction where the company was organized; and
3. A check, payable to the Florida Division of Corporations in the amount of \$78.75 to cover the cost of the \$70.00 Application filing fee and \$8.75 Certificate of Status fee.

Please file the enclosed Application and return a letter of acknowledgment and one (1) **Certificate of Status** to my attention in the enclosed, self-addressed Federal Express Envelope.

Thank you in advance 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,

  
Joshua D. Reeves

Enclosures

cc: Mark Sanders, Esq.

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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Bluegreen Receivables Finance Corporation XI  
(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:

Mark I. Sanders, Esq.

(Name of Person)

Weinstock & Scavo, P.C.

(Firm/Company)

3405 Piedmont Road, Suite 300

(Address)

Atlanta/Georgia 30305

(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mark I. Sanders, Esq. at ( 404 ) 231-3999

(Name of Person)

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

New Filing 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. Bluegreen Receivables Finance Corporation XI

(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. 20-4230557

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

(FEI number, if applicable)

4. January 25, 2006 5. Perpetual

(Date of incorporation)

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

6. Not applicable

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

7. 4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431

(Principal office address)

4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431

(Current mailing address)

8. Please refer to Exhibit 8 attached hereto.

(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)

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TALLAHASSEE, FLORIDA

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.

Jacqueline N. Casper  
(Registered agent's signature)

Jacqueline N. Casper, Assistant Vice President

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:

**A. DIRECTORS**

Chairman: Please see Exhibit 12 attached hereto.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: Please see Exhibit 12 attached hereto.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

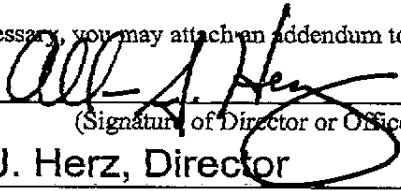
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**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. Allan J. Herz, Director  
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

Martha Waltermire – Vice President  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

Randy Steinbeck – Assistant Vice President  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

James R. Martin – Secretary  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

Jeffrey C. Lorenz – Assistant Secretary  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

**EXHIBIT 8**

Please refer to Article III of the Certificate of Incorporation of Bluegreen Receivables Finance Corporation XI, attached hereto, for a description of the purposes of the Corporation.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**EXHIBIT 12**

The directors and officers of Bluegreen Receivables Finance Corporation XI are as follows:

A. Directors:

Allan J. Herz  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

Anthony M. Puleo  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

Albert J. Fioravanti  
48 Wall Street  
New York, New York 10005

B. Officers:

Allan J. Herz – President/Assistant Treasurer  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

Anthony M. Puleo – Vice President/Treasurer  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

Ahmad Wardak – Vice President  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

Teri Puleo – Vice President  
4950 Communication Avenue  
Suite 900  
Boca Raton, Florida 33431

**[Continued on following page]**



# Delaware

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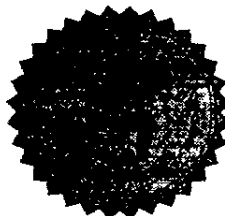
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BLUEGREEN RECEIVABLES FINANCE CORPORATION XI", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4100459 8100

060033701



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4479189

DATE: 01-26-06