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FOREIGN PROFIT/NONPROFIT CORPORATION

Bluegreen Receivables Finance Corporation XII

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**APPLICATION BY  
BLUEGREEN RECEIVABLES FINANCE CORPORATION XII  
FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register Bluegreen Receivables Finance Corporation XII, a Delaware corporation (the "Corporation") to transact business in the State of Florida.

1. The name of the Corporation is Bluegreen Receivables Finance Corporation XII.
2. The Corporation was incorporated under the laws of the State of Delaware on August 22, 2006.
3. The Corporation's Federal Identification Number is 20-5453915.
4. The Corporation shall have a perpetual existence.
5. The Corporation shall commence transacting business in Florida upon acceptance and filing of this Application by the Florida Department of State.
6. The principal office and mailing address of the Corporation is 4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431.
7. The purpose of the Corporation is to conduct any and all lawful business for which a corporation may be formed pursuant to the laws of the State of Florida.
8. The name and the street address in Florida of the registered agent are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
9. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State of the State of Delaware.
10. The names and addresses of the Corporation's directors are:

Allan J. Herz	4950 Communication Avenue, Suite 900 Boca Raton, Florida 33431
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Anthony M. Puleo	4950 Communication Avenue, Suite 900 Boca Raton, Florida 33431
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Orlando Figueiroa	48 Wall Street, 27 <sup>th</sup> Floor New York, New York 10005
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11. The officers of the Corporation are:

Allan J. Herz	President and Assistant Treasurer
Anthony M. Puleo	Vice President and Treasurer
Ahmad Wardak	Vice President
Teri Puleo	Vice President
Martha Waltermire	Vice President
Randy Steinbeck	Assistant Vice President
James R. Martin	Secretary
Jeffrey C. Lorenz	Assistant Secretary

The address for the officers of the Corporation is 4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the Corporation has caused this Application to be executed by an authorized officer, this 6th day of September, 2006.

BLUEGREEN RECEIVABLES FINANCE CORPORATION XII

By: Martha Waltermire  
 Name: MARTHA L. WALTERMIRE  
 Title: VICE PRESIDENT

REGISTERED AGENTS ACCEPTANCE

Having been named as registered agent and to accept service of process for Bluegreen Receivables Finance Corporation XII at the place designated in this application, the undersigned hereby accept the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Title: \_\_\_\_\_

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11. The officers of the Corporation are:

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Anthony M. Puleo	Vice President and Treasurer
Ahmad Wardak	Vice President
Teri Puleo	Vice President
Martha Waltermire	Vice President
Randy Steinbeck	Assistant Vice President
James R. Martin	Secretary
Jeffrey C. Lorenz	Assistant Secretary

The address for the officers of the Corporation is 4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the Corporation has caused this Application to be executed by an authorized officer, this \_\_\_\_ day of September, 2006.

BLUEGREEN RECEIVABLES FINANCE CORPORATION XII

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

REGISTERED AGENTS ACCEPTANCE

Having been named as registered agent and to accept service of process for Bluegreen Receivables Finance Corporation XII at the place designated in this application, the undersigned hereby accept the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By: Joyce L. Martley  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



Joyce L. Martley  
My Commission DD267890  
Expires October 30, 2007

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# Delaware

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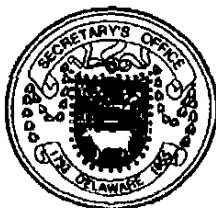
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUEGREEN RECEIVABLES FINANCE CORPORATION XII" 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-SECOND DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BLUEGREEN RECEIVABLES FINANCE CORPORATION XII" WAS INCORPORATED ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2006.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4990191

DATE: 08-22-06

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