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Requestor's Name

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11 From Date /2-5-97 Sender's Fed!	R(S), (if known):
Senders Ap 115 C L	
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Company BLUEGREEN ACCU	JNTING SERVICES ent #)
Address 5295 TOWN CENT	R RD STE 400 Depu/Flour/Sulment #)
City BOCA RATON	state FL ZIP 33484
J	oration Name) (Document #)
(001)	oration (Boomfont #)
4(Con	oration Name) (Document #)
` '	oration Name (RE: Bluesieen (Document #) Corporation (Texas)
□ Walk in	Pick up time Certified Copy
Mail out	Will wait Photocopy Certificate of Status
Iviali out	will wait Photocopy Certificate of Status
NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger
OTHER FILINGS	REGISTRATION/
Annual Report	QUALIFICATION S S
Fictitious Name	Foreign & ILIN ON THE STATE OF
Name Reservation	Limited Partnership Reinstatement Trademark A POSITION Reinstatement 30 0000000000000000000000000000000000
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	Trademark 30 77 77 77 77 77 77 77 77 77 77 77 77 77
	Other

Examiner's Initials

CR2E031(1/95)

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 Holding Corporation (Texas) (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.
2.	Delaware (State or country under the law of which it is incorporated) 3 Applied for (FEI number, if applicable)
	(State or country under the law of which it is incorporated) 3 Applied for (FEI number, if applicable)
4.	November 24, 1997 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6.	Upon acceptance
	(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7.	5295 Town Center Road, Suite 400
	Boca Raton, FL 33486
8.	(Current mailing address) To engage in real estate business and related activities, and any other lawful activities under Florida Law.
	(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9.	Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Corporation Service Company
	Office Address: 1201 Hays Street
	Tallahassee , Florida, 32301; 977
	A 문학자 D. Registered agent's acceptance: 역 유학자
cc re of	aving been named as registered agent and to accept service of process for the above standed or poration at the place designated in this application, I hereby accept the appointment as gistered agent and agree to act in this capacity. I further agree to comply with the provisions all statutes relative to the proper and complete performance of my duties, and I am familiar ith and accept the obligations of my position as registered agent. Corporation Service Company
	(Registered agent's signature) (GLORIA M. BARRY, ASST. SECY.)
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 addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

Chairman:	Patrick E. Rondeau
Address:	5295 Town Center Road, Suite 400
	Boca Raton, FL 33486
Vice Chairm	nan: John F. Chiste
Address:	5295 Town Center Road, Suite 400
	Boca Raton, FL 33486
Director:	Anthony Puleo
Address:	5295 Town Center Road, Suite 400
	Boca Raton, FL 33486
Director:	
Address:	
B. OFFICE	CRS (Street address only- P.O. Box NOT acceptable)
B. OFFICE President:	Patrick E. Rondeau
President:	Patrick E. Rondeau
President:	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486
President: Address:	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486
President: Address: Vice Preside	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 ant: Anthony Puleo
President: Address: Vice Preside Address:	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 ant: Anthony Puleo 5295 Town Center Road, Suite 400
President: Address: Vice Preside	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 ant: Anthony Puleo 5295 Town Center Road, Suite 400 Boca Raton, FL 33486
President: Address: Vice Preside Address: Secretary:	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 Int: Anthony Puleo 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 Patrick E. Rondeau
President: Address: Vice Preside Address: Secretary: Address:	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 ant: Anthony Puleo 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 Patrick E. Rondeau 5295 Town Center Road, Suite 400
President: Address: Vice Preside Address: Secretary:	Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 nt: Anthony Puleo 5295 Town Center Road, Suite 400 Boca Raton, FL 33486 Patrick E. Rondeau 5295 Town Center Road, Suite 400 Boca Raton, FL 33486

13.

Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

John F. Chiste, Treasurer

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BLUEGREEN HOLDING CORPORATION
(TEXAS)" 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



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Edward J. Freel, Secretary of State,

AUTHENTICATION:

11-26-97

DATE:

SECRETARY OF STATE
DIVISION OF CORPORATIONS