

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P35070 (2)

1. Corporation Name
BLUEGREEN CORPORATION

Principal Place of Business 5295 TOWN CENTER RD SUITE 400 BOCA RATON FL 33486	Mailing Address 5295 TOWN CENTER RD SUITE 400 BOCA RATON FL 33486
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt #, etc.	26. Suite, Apt #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country

3. Date Incorporated or Qualified 08/12/1991	Applied For
4. FEI Number 03-0300783	Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83. City
84. State FL
85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ DATE: _____
Signature typed or printed must be legible and must be applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONOVAN, GEORGE F	1.2 NAME	
STREET ADDRESS	5295 TOWN CENTER ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MYERS, FREDERICK M.	2.2 NAME	
STREET ADDRESS	66 WEST STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSFIELD MA	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABELES, JOSEPH C.	3.2 NAME	
STREET ADDRESS	1055 BEDFORD ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	PLEASANTVILLE NY	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FOOTE, RALPH A.	4.2 NAME	
STREET ADDRESS	11 S PLEASANT STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIDDLEBURY VT	4.4 CITY-ST-ZIP	
TITLE	SV	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RONDEAU, PATRICK E.	5.2 NAME	
STREET ADDRESS	5295 TOWN CTR. RD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MURPHY, ADAM X.	6.2 NAME	Chiste, John F.
STREET ADDRESS	5295 TOWN CENTER RD	6.3 STREET ADDRESS	5295 Town Center Road
CITY-ST-ZIP	BOCA RATON FL	6.4 CITY-ST-ZIP	Boca Raton, FL 33486

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attached sheet with an address.

SIGNATURE: *Patrick E. Rondeau* Patrick E. Rondeau 1-26-98 (561)361-2705

CR2E034 (10/97)