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03-01-1999 90225 039 ***150.00

US37249

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P35070

1. Corporation Name
BLUEGREEN CORPORATION

Principal Place of Business Mailing Address
 4960 BLUE LAKE DRIVE 4960 BLUE LAKE DRIVE
 BOCA RATON FL 33431 BOCA RATON FL 33431

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/12/1991

4. FEI Number Applied For
03-0300793 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

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

84 City **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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CPD	<input type="checkbox"/> DELETE
NAME	DONOVAN, GEORGE F	
STREET ADDRESS	5295 TOWN CENTER ROAD	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MYERS, FREDERICK M.	
STREET ADDRESS	66 WEST STREET	
CITY-ST-ZIP	PITTSFIELD MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ABELES, JOSEPH C.	
STREET ADDRESS	1055 BEDFORD ROAD	
CITY-ST-ZIP	PLEASANTVILLE NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FOOTE, RALPH A.	
STREET ADDRESS	11 S PLEASANT STREET	
CITY-ST-ZIP	MIDDLEBURY VT	
TITLE	SV	<input type="checkbox"/> DELETE
NAME	RONDEAU, PATRICK E.	
STREET ADDRESS	5295 TOWN CTR. RD.	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	CHISTE, JOHN F	
STREET ADDRESS	5295 TOWN CTR. RD.	
CITY-ST-ZIP	BOCA RATON FL 33486	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	4960 Blue Lake Drive
1.4 CITY-ST-ZIP	Boca Raton, FL 33431
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	4960 Blue Lake Drive
5.4 CITY-ST-ZIP	Boca Raton, FL 33431
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	4960 Blue Lake Drive
6.4 CITY-ST-ZIP	Boca Raton, FL 33431

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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 attachment with an address, with all other like empowered.

SIGNATURE: *Patrick E. Rondeau* Patrick E. Rondeau 1/11/99 (561-912-800)
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)