



THE UNITED STATES
CORPORATION
COMPANY

N93000003317

ACCOUNT NO. : 072100000032

REFERENCE : 611659 4713582

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 35.00

ORDER DATE : November 24, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 611659/620

CUSTOMER NO: 4713582

700002357737-5

CUSTOMER: Mr. Jeff Lorenz
Bluegreen Corporation
Suite 400
5295 Town Center Road
Boca Raton, FL 33486

CHANGE OF AGENT

NAME: RDI VACATION CLUB, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

FILED
97 NOV 26 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 NOV 26 AM 11:27
DIVISION OF CORPORATION

PA Change
12-1-97
JC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1997

CSC
STACY L. EARNEST
TALLAHASSEE, FL

SUBJECT: RDI VACATION CLUB, INC.
Ref. Number: N93000003317

RESUBMIT

Please give original
filing date as file date.

We have received your document for RDI VACATION CLUB, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 297A00056533

RECEIVED
97 NOV 26 PM 4:06
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
RDI VACATION CLUB, INC.

1b. Date of incorporation: _____ Document number _____

2. The name and address of the current registered agent and office:
RANDY L. KEIM

12995 CLEVELAND AVENUE FT. MYERS FLORIDA 33907

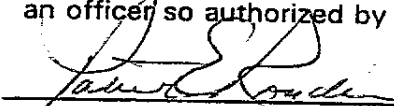
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

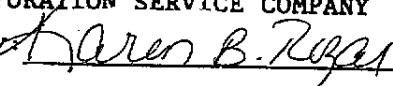
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
11/19/97
DATE

PATRICK E. RONDEAU, SECRETARY
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
SIGNATURE By 
DATE Karen B. Rozar, As Its Agent