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ACCOUNT NO. : 072100000032

REFERENCE : 499677 4304777

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 87.50

02 MAR 28 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : March 27, 2002

ORDER TIME : 9:40 AM

ORDER NO. : 499677-005

CUSTOMER NO: 4304777

CUSTOMER: Ms. Sallie E. Brainard
Choate, Hall & Stewart
53 State St
Exchange Place
Boston, MA 02109-2891

500005174115--0

FOREIGN FILINGS

8

NAME: BLUEGREEN RECEIVABLES FINANCE CORPORATION VI

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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02 MAR 28 AM 10:30
DIVISION OF CORPORATION
BK

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.

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1. Bluegreen Receivables Finance Corporation VI
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4960 Conference Way North, Suite 100, Boca Raton, FL 33431
(Principal office address)
Same as above
(Current mailing address)
8. See Schedule 8 attached hereto
(Purpose(s) of corporation authorized in home state or country to be carried out in 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
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company

(Registered agent's signature) ROBERT BRANCA

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kelly Clark Gill
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kelly Clark Gill, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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BLUEGREEN RECEIVABLES FINANCE CORPORATION VI

Schedule 8 to FL Application for Foreign Corporation

The purpose or purposes for which the Corporation is organized and the nature of the business to be conducted or promoted by the Corporation is to engage exclusively in the following activities:

(a) to purchase, acquire, own, hold, service, sell, transfer, assign, pledge, collaterally assign and otherwise deal with from time to time any or all right, title and interest in, to and under timeshare purchase agreements, conditional sale contracts, contracts for deed, notes, timeshare loan receivables or other instruments or rights arising from the sale of timeshare intervals or interests or interests in any vacation club or land receivables arising in connection with and secured by mortgages on parcels of real property (collectively, the "Receivables") and their related security and assets (collectively, the "Rights"), including but not limited to any mortgage, deed of trust, security agreement or other agreement, document or instrument executed and delivered by an obligor with respect to a Receivable and which relates to the purchase of an undivided fee simple ownership interest as a tenant in common with respect to a timeshare unit, or other timeshare ownership interest or any interest in any vacation club (collectively, "Intervals") originated or purchased by Bluegreen Corporation or one of its subsidiaries, joint ventures or affiliates (collectively, "Bluegreen" or the "Originators") together with all monies due thereunder, any related fees and charges, and all rights related thereto (collectively, the "Assets") and provided that, in any event, the terms Receivables, Intervals, Rights and Assets shall include any assets purchased or otherwise acquired by the Corporation from Bluegreen under the terms of the Sale and Servicing Agreement (as defined below);

(b) to purchase, acquire, own, hold, service, sell, transfer, assign, pledge and otherwise deal with the Receivables, Intervals, Rights and Assets, together with any and all related insurance policies, guarantees, interest rate cap or other interest rate protection agreements, letters of credit, other forms of security relating thereto, files, documents or other agreements or arrangements of whatever character from time to time relating to or supporting or securing payment of such Receivables and any proceeds or further rights associated with any of the foregoing (collectively, the "Other Assets") and to enter into any related agreements with any affiliates as well as to deal with the Originators or servicers of Receivables and the obligors of such Receivables;

(c) to sell, transfer, assign, set over or otherwise convey interests in the Receivables, Intervals, Rights, Assets and Other Assets or the cash flows therein to BXG Receivables Note Trust 2002-A, a Delaware business trust (the "Note Trust") pursuant to indentures, sale and/or servicing agreements, sale and/or contribution agreements or other agreements (collectively, the "Agreements") to be entered into by and among, among others, the Corporation, the Note Trust, Bluegreen, and certain other persons and entities;

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(d) to hold and enjoy any and all of the rights and privileges of any certificates ("Certificates"), participating interests ("Participation Interests"), deferred payments ("Deferred Payments") or other interests evidencing ownership of the economic residual value of the Note Trust (collectively, "Trust Interests") issued by the Note Trust to the Corporation under the related Agreements and to hold and enjoy all of the rights and privileges of any class of any series of Certificates, Participation Interests, Deferred Payments or Trust Interests including any class of Certificates, Participation Interests, Deferred Payments or Trust Interests which may be subordinate to any other class of Certificates, Participation Interests, Deferred Payments or Trust Interests and except to the extent otherwise provided in any Certificates, Participation Interests, Deferred Payments, Trust Interests or Agreement, to sell, assign, pledge or otherwise transfer any such Certificates, Participation Interests, Deferred Payments or Trust Interests or any interest therein;

(e) to enter into and perform its obligations under the agreements pursuant to which any Certificates, Participation Interests, Deferred Payments or other Trust Interests and any promissory notes issued by the Note Trust are issued, sold or serviced, including, without limitation, the Purchase Agreements referred to below, and all agreements to be executed in connection therewith;

(f) to execute, deliver and perform under a Sale and Servicing Agreement and any and all amendments thereto (as amended from time to time, the "Sale and Servicing Agreement") among the Corporation, Bluegreen, the Note Trust, and the servicer, back-up servicer, indenture trustee, club trustee and custodian named therein, and take any and all actions as may be contemplated thereby and/or necessary or desirable to perform the Corporation's obligations thereunder (including without limitation execution, delivery and performance of such servicing, custodial, lockbox, purchase or other agreements and assignment and other documents as may be necessary or desirable);

(g) to execute, deliver and perform under one or more purchase agreements with respect to promissory notes issued or to be issued by the Note Trust, and any and all amendments thereto (as amended from time to time, the "Purchase Agreements") among the Corporation, the trustee of the Note Trust, the purchaser(s) of the note(s) and the other parties thereto;

(h) to execute, deliver and perform under such agreements as shall be necessary and/or advisable in connection with the acquisition, transfer, sale and/or assignment of Receivables, Rights, Assets and Other Assets by the Corporation pursuant to the Sale and Servicing Agreement, including without limitation purchase agreements, assignments, servicing agreements, back-up servicing agreements, custodian agreements, lockbox agreements, administration agreements, and custodial agreements;

(i) to authorize, pay and make dividends and distributions to the owners of the outstanding capital stock of the Corporation;

(j) in connection with the transactions contemplated by and subject to the terms of Sale and Servicing Agreement, to pledge and grant a security interest in the assets of the

Corporation, and execute, deliver and perform under such agreements as shall be necessary and/or advisable in connection therewith;

(k) to invest the proceeds derived from the sale or ownership of the Receivables, Intervals, Rights, Assets and Other Assets as determined by the Corporation's Board of Directors; and

(l) to execute, deliver and perform under agreements, and otherwise to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Delaware that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing, provided that, except for its obligations under the agreements referred to above, the Corporation shall not have the power to issue debt obligations.

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BLUEGREEN RECEIVABLES FINANCE CORPORATION VI
Schedule 12 for FL Foreign Business Corporation - Certificate of Authority Application

Directors:

Allan J. Herz	Bluegreen Corporation 4960 Conference Way North Boca Raton, FL 33431
John F. Chiste	Bluegreen Corporation 4960 Conference Way North Boca Raton, FL 33431
Frank B. Bilotta	Global Securitization Services, LLC 114 West 47th Street, Suite 1715 New York, NY 10036

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Officers:

President and Secretary	Allan J. Herz Bluegreen Corporation 4960 Conference Way North Boca Raton, FL 33431
Vice President, Treasurer & Assistant Secretary	John F. Chiste Bluegreen Corporation 4960 Conference Way North Boca Raton, FL 33431
Vice President & Assistant Secretary	Danny Ferguson Bluegreen Corporation 4960 Conference Way North Boca Raton, FL 33431
Assistant Secretary	Kelly Clark Gill Choate, Hall & Stewart 53 State Street Boston, MA 02109

Delaware

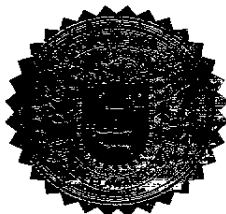
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUEGREEN RECEIVABLES FINANCE CORPORATION VI" 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-SEVENTH DAY OF MARCH, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1691952

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DATE: 03-27-02