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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850)521-1000

Fax Number : (850)558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

BLUEGREEN RECEIVABLES FINANCE CORPORATION X

Certificate of Status	0
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**APPLICATION BY
BLUEGREEN RECEIVABLES FINANCE CORPORATION X
FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register Bluegreen Receivables Finance Corporation X, a Delaware corporation (the "Corporation") to transact business in the State of Florida.

1. The name of the corporation is Bluegreen Receivables Finance Corporation X.
2. The Corporation was incorporated on December 15, 2005 under the laws of the State of Delaware.
3. The Corporation's federal identification number is 20-3957659.
4. The Corporation shall have perpetual existence.
5. The Corporation shall commence transacting business in Florida upon the acceptance and filing of the Application for Authorization to Transact Business in Florida.
6. The current mailing address of the Corporation is 4960 Conference Way North, Suite 100, Boca Raton, Florida 33431.
7. The Corporation was formed for the purpose of conducting any and all lawful business except to the extent the Corporation's purposes and powers are limited under its Certificate of Incorporation.
8. The name and address of the Corporation's registered agent are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
9. 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.

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10. The names and addresses of the officers and directors of the Corporation are:

A. Directors:


Anthony M. Puleo	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
Allan J. Herz	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
Orlando Figueroa	48 Wall Street, 27th Floor New York, New York 10005

B. Officers:

Allan Herz	President	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
Anthony M. Puleo	Vice President	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
Ahmad Wardak	Vice President	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
Teri Puleo	Vice President	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
Martha Waltermire	Vice President	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
James R. Martin	Secretary	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431
Anthony M. Puleo	Treasurer	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431

Dated: December 19, 2005

BLUEGREEN RECEIVABLES
FINANCE CORPORATION X

By: 
Name: James R. Martin
Title: Secretary

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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

By: Deborah D. Skipper
Name: _____
Title: Deborah D. Skipper
Asst. V. Pres.

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUEGREEN RECEIVABLES FINANCE CORPORATION X" 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 FIFTEENTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BLUEGREEN RECEIVABLES FINANCE CORPORATION X" WAS INCORPORATED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2005.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4375698

DATE: 12-15-05

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