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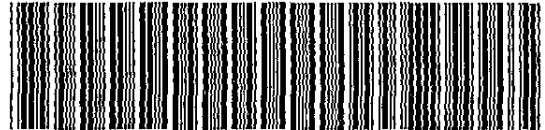
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TALLAHASSEE, FLORIDA

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February 13, 2006

Writer's email address:
jreeves@wslaw.net

VIA FEDERAL EXPRESS

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Bluegreen Receivables Finance Corporation XI

Dear Sir or Madam:


Attached hereto please find the following items necessary to file an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced company:

1. A completed and executed Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. An original Certificate of Existence (certificate of good standing) from the jurisdiction where the company was organized; and
3. A check, payable to the Florida Division of Corporations in the amount of \$78.75 to cover the cost of the \$70.00 Application filing fee and \$8.75 Certificate of Status fee.

Please file the enclosed Application and return a letter of acknowledgment and one (1) **Certificate of Status** to my attention in the enclosed, self-addressed Federal Express Envelope.

Thank you in advance for your assistance with this matter and your prompt return of the requested items. Please do not hesitate to contact me should you need any additional information.

Sincerely,


Joshua D. Reeves

Enclosures

cc: Mark Sanders, Esq.

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Bluegreen Receivables Finance Corporation XI
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mark I. Sanders, Esq.

(Name of Person)

Weinstock & Scavo, P.C.

(Firm/Company)

3405 Piedmont Road, Suite 300

(Address)

Atlanta/Georgia 30305

(City/State and Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mark I. Sanders, Esq. at (404) 231-3999

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.*

1. Bluegreen Receivables Finance Corporation XI

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-4230557

(FEI number, if applicable)

4. January 25, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431

(Principal office address)

4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431

(Current mailing address)

8. Please refer to Exhibit 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 NOT acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

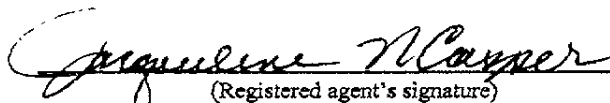
, Florida **32301**

(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(Registered agent's signature)

Jacqueline N. Casper, Assistant Vice President

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: Please see Exhibit 12 attached hereto.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see Exhibit 12 attached hereto.

Address: _____

Vice President: _____

Address: _____

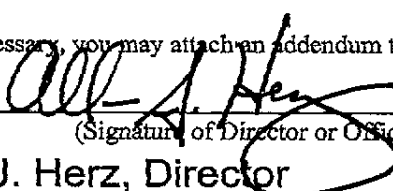
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Allan J. Herz, Director
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

Martha Waltermire – Vice President
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

Randy Steinbeck – Assistant Vice President
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

James R. Martin – Secretary
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

Jeffrey C. Lorenz – Assistant Secretary
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

EXHIBIT 8

Please refer to Article III of the Certificate of Incorporation of Bluegreen Receivables Finance Corporation XI, attached hereto, for a description of the purposes of the Corporation.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

EXHIBIT 12

The directors and officers of Bluegreen Receivables Finance Corporation XI are as follows:

A. Directors:

Allan J. Herz
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

Anthony M. Puleo
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

Albert J. Fioravanti
48 Wall Street
New York, New York 10005

B. Officers:

Allan J. Herz – President/Assistant Treasurer
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

Anthony M. Puleo – Vice President/Treasurer
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

Ahmad Wardak – Vice President
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

Teri Puleo – Vice President
4950 Communication Avenue
Suite 900
Boca Raton, Florida 33431

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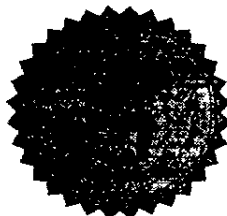
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BLUEGREEN RECEIVABLES FINANCE CORPORATION XI", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4100459 8100

AUTHENTICATION: 4479189

060033701

DATE: 01-26-06