



F97000004503

ACCOUNT NO. : 072100000032

REFERENCE : 613412 4713582

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 35.00

ORDER DATE : November 25, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 613412-030

CUSTOMER NO: 4713582

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

400002361824--8

CHANGE OF AGENT

NAME: BG/RDI ACQUISITION CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

FILED
97 DEC -3 PM 12:02
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

RECEIVED
97 DEC -3 AM 11:14
DIVISION OF CORPORATION

Patricia Pyzdek
12/3

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 DELAWARE 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: _____
BG/RDI ACQUISITION CORP.

1b. Date of incorporation: June 9, 1997 Document number _____

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL

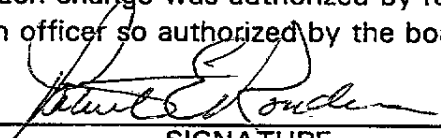
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

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.



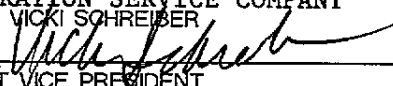
SIGNATURE
11/19/97

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
VICKI SCHREIBER
SIGNATURE By: 

ASST VICE PRESIDENT
DATE 12-2-97

FILED
97 DEC -3 PM 2:02
8824
SECRETARY OF STATE
TALLAHASSEE, FLORIDA