THE UNITED STATES **CORPORATION** DMPANY

ACCOUNT NO. : 07210000032

REFERENCE :

800915

4713582

COST LIMIT

\$ 70.00

ORDER DATE: April 29, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 800915-005

CUSTOMER NO: 4713582

CUSTOMER: Mr. Jeff Lorenz

Bluegreen Corporation

Suite 400

5295 Town Center Road Boca Raton, FL 33486

100002507471--6

FOREIGN FILINGS

NAME:

BLUEGREEN RESORTS HOLDING

CORPORATION (TENN)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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:

(Name o	GREEN RESORTS HOLDING Conference of corporation: must include the ations of like import in language tership if not so contained in the	word "INCORPORATED", as will clearly indicate that	COMPANY", "CORPOR it is a corporation inste	ATION" or words or ad of a natural person
2. Delawa (State o	or country under the law of which	h it is incorporated) 3, Ap	plied for il number, if applicable)	1
4. <u>/</u> (Da	pril 28 1998 tel of Incorporation)	5. <u>Perpetual</u> (Duration: Year	corp. will cease to exis	st or "perpetual")
6. Upon a	occeptance rst transacted business in Florida			
7. <u>5295 T</u>	own Center Road, Suite 400			
	taton, FL 33486 gage in real estate business and rela	(Current mailing address ated activities, and any other	ss)	Torida Law 191
9. Name	Ivaille	ida registered agent: (F		
	Office Address:			32301
		Tallahassee	, Florida,	(Zip Code)
Having is corporate registere of all st with and	gistered agent's acceptant been named as registered at tion at the place designate ad agent and agree to act is atutes relative to the proper discount of Corporation Service By: Corporation Service Corporation Corporation Service Cor	agent and to accept seed in this application, in this capacity. I further and complete perform my position as register as Company The Company The ARRY 1955 S	er agree to comply mance of my duties ed agent.	with the provisions s, and I am familiar
ii. Att	action is a continuate of oxid	Desert of State h	v the Secretary of	State or other

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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TO DIVISION OF CORPORATION	co	
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NOT acceptable) A. DIRECTORS (Street address only- P. O . Box NOT acceptable) Chairman: Patrick E. Rondeau Address: 5295 Town Center Rd. Ste 400, Boca Raton, FL 33486 Vice Chairman: L. Nicolas Gray Address: 5295 Town Center Rd. Ste 400, Boca Raton, FL 33486 Director: Danny L. Ferguson Address: 5295 Town Center Rd. Ste 400, Boca Raton, FL 33486 Address: __ B. OFFICERS (Street address only- P. O. Box NOT acceptable) President: Patrick E. Rondeau Address: SAME AS ABOVE Vice President: Allan J. Herz Address: _5295 Town Center Rd. Ste 400, Boca Raton, FL 33486 Secretary: Patrick E. Rondeau Address: __SAME AS ABOVE Treasurer: Dennis F. Fitzgerald Address: 5295 Town Center Rd. Ste 400, Boca RAton, FL 33486 Asst. Secretary: Danny L. Ferguson SAME AS ABOVE NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) 14. Danny L. Ferguson, Assistant Secretary

(Typed or printed name and capacity of person signing application)

12. Names and addresses of officers and/or directors: (Street addres@NLY- P. O. Box

Office of the Secretary of State

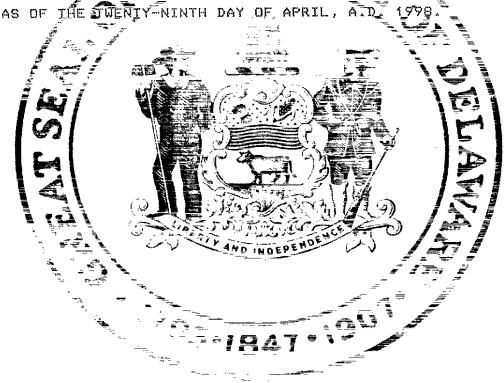
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "BLUGREEN RESORTS HOLDING

CORPORATION (TENN)" 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,



SECRETARY OF STATE OF STATE SECRETARY OF CORPORATIONS



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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981164266

2889900

8300

04-29-98