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ACCOUNT NO. : 072100000032

REFERENCE : 800915 4713582

AUTHORIZATION : Patricia P.

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
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

95/1
98 MAY -1 AM 11:12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
98 MAY -1 AM 10:42
DIVISION OF CORPORATION

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 RESORTS HOLDING CORPORATION (TENN)
(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. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 28, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon acceptance
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5295 Town Center Road, Suite 400
Boca Raton, FL 33486
(Current mailing address)
8. To engage in real estate business and related activities, and any other lawful activities under Florida Law
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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
(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

By:

Gloria M. Barry
(Registered agent's signature)
(GLORIA M. BARRY, ASST. SECY.)

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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **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

Director: _____

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.

13. Danny L. Ferguson
(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)

98 MAY - 1 AM 11:12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

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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, AS OF THE TWENTY-NINTH DAY OF APRIL, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 AM 11:12



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2889900 8300

DATE:

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04-29-98