

ACCOUNT NO.

072100000032

REFERENCE

963682

4713582

AUTHORIZATION

COST LIMIT

\$ 70.00

ORDER DATE: September 16, 1998

ORDER TIME :

9:45 AM

ORDER NO. : 963682-010

CUSTOMER NO: 4713582

CUSTOMER: Mr. Jeff Lorenz

Bluegreen Corporation

4960 Blue Lake Drive

Boca Raton, FL 33431

600002643066---4

FOREIGN FILINGS

NAME: BLUEGREEN CAROLINA LAND, INC.

QUALIFICATION (TYPE: CO) ERETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STÄMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

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.		₹ С.
	natural person or partnership if not so c	word "INCORPORATED", "COMPANY", "CORPORATION" or language as will clearly indicate that it is a corporation instead of a contained in the name at present.)
2.	DELAWARE	3 03-0317601
	(State or country under the law of which	3. 03-0317601 (FEI number, if applicable)
4.		(Duration: Year corp. will cease to exist or
	(Date of Incorporation)	(Duration: Year corp. will cease to exist or perpetual")
6.	UPON FILING	Electrical
٠.	(Date first transacted business in Flo	orida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7.		بهبغ أيسأ سنبأ
	TOO DEED THE DELVE, BOCK	(Current mailing address)
8	LAND SALES	n home state or country to be carried out in the state of Florida)
	(Purpose(s) of corporation authorized in	n home state or country to be carried out in the state of Florida)
9.	Name and street address of Floric acceptable)	da registered agent: (P.O. Box or Mail Drop Box NOT
	Name: Corporation	Service Company
		Service Company Hays Street
	Office Address: 1201	Hays Street
10.	Office Address: 1201	Hays Street Tallahassee , Florida , 32301

12. Names and addresses of officers and/or directors: (Street address ONLY-P. O. Box NOT acceptable)

Chairman:	See attach	ed officers	/directors r	ider		
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irector:						7.
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resident:	See attach	ed officers	P.O.Box NO	ider		
resident: . ddress: _	See attach	ed officers	/directors r	T acceptal		
resident: _ ddress: ice Presid	See attach	ed officers	/directors r	T acceptal		
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resident: ddress: ice Presid ddress: ecretary: ddress: reasurer:	See attach	ed officers	/directors r	T acceptal		

DANNY L. FERGUSON, ASSISTANT SECRETARY

14.

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

Name of Company: BLUEGREEN CAROLINA LAND, INC.

Officers & Directors

President, Secretary, Director Patrick E. Rondeau

4960 Blue Lake Drive Boca Raton, FL 33431

Treasurer John Chiste

4960 Blue Lake Drive Boca Raton, FL 33431

Assistant Secretary George F. Donovan

4960 Blue Lake Drive Boca Raton, FL 33431

Assistant Secretary, V.P., Director Daniel C. Koscher

4960 Blue Lake Drive Boca Raton, FL 33431

Assistant Secretary, Director Danny L. Ferguson

4960 Blue Lake Drive Boca Raton, FL 33431

Assistant Secretary W. Randy Steinbeck

4960 Blue Lake Drive Boca Raton, FL 33431

Assistant Secretary Ann L. Goss

2105 Capitol Drive, #100 Wilmington, NC 28405

Assistant Secretary Jeanie Glenn

451 Riverhouse Road Bolivia, NC 28422

Vice President Allan Herz

4960 Blue Lake Drive Boca Raton, FL 33431

Vice President David L. Dickey

2105 Capitol Drive, #100 Wilmington, NC 28405

Vice President David Edwards

451 Riverhouse Road Bolivia, NC 28422 98 SEP 18 AM 11: 4

State of Delaware

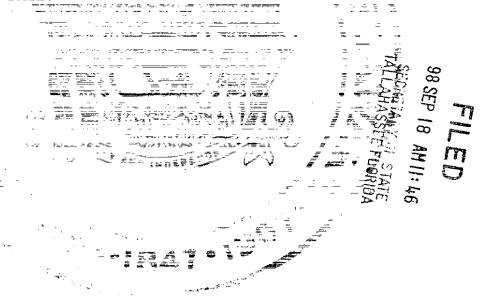
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUEGREEN CAROLINA LAND, INC." 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 1998.

AND I_DO_HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN_PAID_TO DATE.

AND L DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.



2403395 8300 981359593



Edwiff Jul 09-16-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: