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Feb 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P35070** (2)
1. Corporation Name
BLUEGREEN CORPORATION

Principal Place of Business 5295 TOWN CENTER RD SUITE 400 BOCA RATON FL 33486	Mailing Address 5295 TOWN CENTER RD SUITE 400 BOCA RATON FL 33486
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/12/1991	
21. Suite, Apt #, etc.	22. City & State	23. Zip	24. Country	25. Suite, Apt #, etc.	26. City & State
27. Zip	28. Country	29. Suite, Apt #, etc.	30. City & State	31. Zip	32. Country
9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.				81. Name	
SIGNATURE				82. Street Address (P.O. Box Number is Not Acceptable)	
Signature typed or printed name of person whose name is typed or printed above				83.	
(NOTE: Registered Agent signature required when reinstating)				84. City	
DATE				85. Zip Code	

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPD	1.1 TITLE	
NAME	DONOVAN, GEORGE F	1.2 NAME	
STREET ADDRESS	5295 TOWN CENTER ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	MYERS, FREDERICK M.	2.2 NAME	
STREET ADDRESS	66 WEST STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSFIELD MA	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	ABELES, JOSEPH C.	3.2 NAME	
STREET ADDRESS	1055 BEDFORD ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	PLEASANTVILLE NY	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	FOOTE, RALPH A.	4.2 NAME	
STREET ADDRESS	11 S PLEASANT STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIDDLEBURY VT	4.4 CITY-ST-ZIP	
TITLE	SV	5.1 TITLE	
NAME	RONDEAU, PATRICK E.	5.2 NAME	
STREET ADDRESS	5295 TOWN CTR. RD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	
NAME	MURRAY, ADAM X.	6.2 NAME	
STREET ADDRESS	5295 TOWN CTR. RD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	6.4 CITY-ST-ZIP	
14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 of this filing.		T Chiste, John F. 5295 Town Center Road Boca Raton, FL 33486	

SIGNATURE:

Patrick E. Rondeau 1-26-98 (561)361-2705

CR2E034 (10/97)