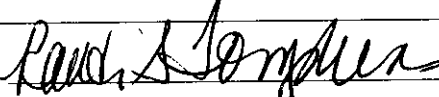


No. C 103890	Due no later than Nov 30, 2001 Annual Report Form	2. Registered Agent and Office NO PO BOX PRENTICE-HALL CORP. SYSTEM 1401 SHORELINE DR STE 2 BOISE, ID 83702
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable BLUEGREEN CORPORATION LEGAL DEPARTMENT 4960 BLUE LAKE DR- 4960 Conference Way N. Ste. BOCA RATON, FL 33431 100	3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

Office held	Name	Street or P.O. Address	City	State	Zip
President	George Donovan	4960 Conference Wy N Ste	100 Boca Raton	FL	33431
Secretary	Randi Tompkins	4960 Conference Wy N Ste	100 Boca Raton	FL	33431
Director	John Buza	1585 Broadway, 37th Floor	NY, NY		10017
Director	Michael Franco	1585 Broadway 37th Floor	NY, NY		10017
Director	Richard Kelleher	260 Franklin St.	Easton, MA		02110
Director	John Laguardia	7800 Belfort Pkwy Ste 200	Jacksonville, FL		32256
Director	J. Larry Rutherford	255 Alhambra Cir Ste 312	Coral Gables, FL		33134
Director	Bradford Whitmore	1560 Sherman Ave Ste 900	Evanston, IL		60201
Director	Joseph Zuber	1585 Broadway, 37th Floor	NY, NY		10036

5. Organized Under the Laws of: <div style="text-align: center;"> MASSACHUSETTS C 103890 </div>	6. <div style="display: flex; justify-content: space-between;"> <div> Signature  Name (Typed or Printed) Randi S Tompkins </div> <div> Date 10/4/01 Title Secretary </div> </div>
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