

A29349

HINSHAW & CULBERTSON

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LAKE GENEVA, WISCONSIN
MILWAUKEE, WISCONSIN

July 15, 1997

WRITER'S DIRECT DIAL NO.
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FILED
OCT 10 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILE NO. 21725-029

Florida Secretary of State
Division of Corporations
State Capitol
Plaza Level, Room 2
Tallahassee, Florida 32399-0250

VIA FEDERAL EXPRESS

900002240549--3
-07/17/97--01082--001
*****52.50, *****52.50

W47-16636

CM

Re: Amended Certificate of Limited Partnership of REW/BMG/PB Limited Partnership

Ladies and Gentlemen:

Enclosed in connection with the above-referenced matter please find for filing, Amended Certificate of Limited Partnership of REW/BMG/PB Limited Partnership. Also enclosed is a check in the amount of \$52.50 to cover the filing fee. Once the Certificate has been filed with the Florida Secretary of State, would you please return a certified copy of the same to the undersigned in the enclosed envelope. Thank you for your cooperation.

Very truly yours,

HINSHAW & CULBERTSON

L.J. Rotman

L.J. Rotman

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 18, 1997

L.J. ROTMAN
HINSHAW & CULBERTSON
222 S. NINTH ST., SUITE 3200
MINNEAPOLIS, MN 55402

SUBJECT: REW/BMG/PB LIMITED PARTNERSHIP
Ref. Number: W97000016636

FILED
97 OCT 10 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for REW/BMG/PB LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.114, Florida Statutes, requires each new general partner to sign the document.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 697A00036717

**AMENDED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
REW/BMG/PB LIMITED PARTNERSHIP**

A 29349

The undersigned managing general partner for the purpose of forming a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) hereby adopts the following as the partnership's Certificate of Limited Partnership:

1. Name. The name of the limited partnership (the "Partnership") is and continues to remain REW/BMG/PB Limited Partnership.
2. Registered Office and Registered Agent. The registered office of the Partnership in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent at the foregoing address for service of process on the Partnership in the State of Florida is CT Corporation System.
3. General Partners. The names and business addresses of the general partners are as follows:

BMG Palm Beach, Inc. F93-3380
Suite 3650
60 South 6th Street
Minneapolis, Minnesota 55402

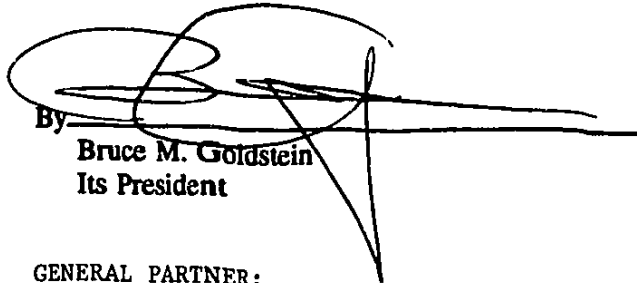
Great Vacations International of Palm Beach Shores, L.L.C.
c/o Mr. Bert Blicher
One Bala Avenue, Suite 320
Bala Cynwyd, Pennsylvania 19004-3207
4. Mailing Address. The business and mailing address of the Partnership is Suite 3650, 60 South Sixth Street, Minneapolis, Minnesota 55402.
5. Dissolution. The latest date upon which the Partnership will dissolve is December 31, 2033.

IN WITNESS WHEREOF, the undersigned has duly executed this Amended Certificate of Limited Partnership as of June 19, 1997.

FILED
7 OCT 10 PM 3:58
TALLAHASSEE, FLORIDA

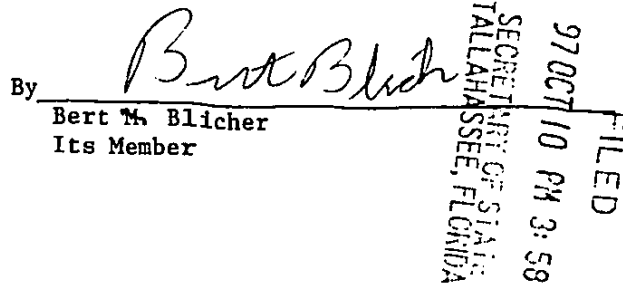
MANAGING GENERAL PARTNER:

BMG PALM BEACH, INC.,
a Delaware corporation

By 
Bruce M. Goldstein
Its President

GENERAL PARTNER:

**GREAT VACATIONS INTERNATIONAL OF PALM
BEACH SHORES, L.L.C.,**
a Delaware limited liability company

By 
Bert M. Blicher
Its Member

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TALLAHASSEE, FLORIDA