

Document Number Only

A 29349

CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

CERT-52.50

200002821092--8

-03/29/99--01001--004

\*\*\*\*\*52.50 \*\*\*\*\*52.50

200002821092--8

-03/31/99--01072--021

\*\*\*\*\*52.50 \*\*\*\*\*52.50

REW/BMG/PB Limited Partnership

☐ Profit  
☐ NonProfit

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copies  
File Stamped.

Thank You!!

Hope

3/26  
DIVISION OF CORPORATION

99 MAR 26 PM 3:29

RECEIVED

3/31/99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 31 PM 3:19

March 26, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: REW/BMG/PB LIMITED PARTNERSHIP  
Ref. Number: A29349

We have received your document for REW/BMG/PB LIMITED PARTNERSHIP and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

This partnership has not yet filed its 1999 Annual Report. The 1999 A.R. was supposed to have been filed before December 31, 1998.

Please return your AMENDMENT with a completed and signed Annual Report and the necessary fees.

Please note that the Annual Report MUST BE FILED by April 7, 1999.

ALSO, PLEASE NOTE that we have RETAINED the \$52.50 payment for the AMENDMENT.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 199A00015481

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 31 PM 3:19

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. *999000 27783*  
181 Ocean Avenue  
Palm Beach Shores, Florida 33404-5761

Great Vacations International of Palm Beach Shores, L.L.C.  
c/o Mr. Bert Blicher  
One Bala Avenue, Suite 300 *300*  
Bala Cynwyd, Pennsylvania 19004-3207 *m9700080674*

4. Mailing Address. The business and mailing address of the Partnership is 181 Ocean Avenue, Palm Beach Shores, Florida 33404-5761.

5. Dissolution. The latest date upon which the Partnership will dissolve is December 31, 2033.

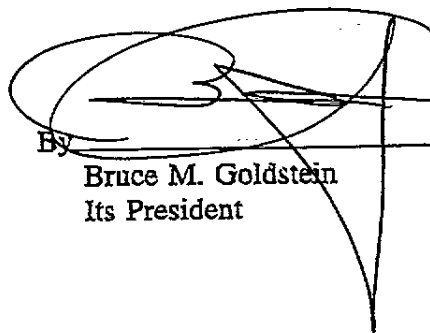
IN WITNESS WHEREOF, the undersigned has duly executed this Second Amended Certificate of Limited Partnership as of March 25, 1999.

FROM HINSHAW & CULBERTSON

(THU) 3.25'99 14:48/ST. 14:46/NO. 3760036463 P 5

MANAGING GENERAL PARTNER:

BMG PALM BEACH, INC.

By 

Bruce M. Goldstein  
Its President

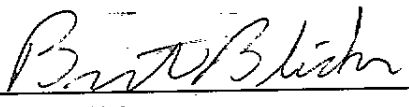
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 31 PM 3:19

FROM HINSHAW & CULBERTSON

(THU) 3.25'99 14:58/ST. 14:46/NO. 3760036463 P 6

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

By

  
Bert M. Blicher  
Its Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 31 PM 3:19