

FILE ON OR BEFORE APRIL 7, 1999 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 31 PM 3:17

1. Name of Limited Partnership	1a. DOCUMENT # A29349
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REW/BMG/PB LIMITED PARTNERSHIP

Mailing Address 80 SOUTH SIXTH STREET, SUITE 2550 MINNEAPOLIS MN 55402	Principal Office Address 80 SOUTH SIXTH STREET, SUITE 2550 MINNEAPOLIS MN 55402
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2. Mailing Address 181 Ocean Ave Suite, Apt. #, etc.	2a. Principal Office Address 181 Ocean Ave Suite, Apt. #, etc.
City & State Palm Bch Shores, FL Zip Country 33404 USA	City & State Palm Bch Shores, FL Zip Country 33404 USA

3. Date Formed or Registered 12/15/1989	5a. Capital Contributions as Shown on record \$15,000.00
3a. Date of Last Report 04/22/1998	5b. Amount of Capital Contributions in FLORIDA to date
4. State or Country of Formation FL	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
6. FEI Number 58-1872169	<input type="checkbox"/> \$8.75 Additional Fee Required
7. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) BMG PALM BEACH, INC. GREAT VACATIONS INTERNATIONAL AR - 105.00 AR SUPP 88.75 GERT 61.25	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 181 Ocean Avenue ONE BALA AVE., SUITE 1983	11b. City, State & Zip Code Palm Beach Shores, FL 33404 BALA CYNWYD PA 19004	11c. Registration/Document Number P99000027783 M97000000676 1100002825551-0 -03/31/99-01072-020 ****255.00 ****255.00
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE X

DATE

3-23-99

Typed or Printed Name of General Partner Signing Form

Bruce M. Goldstein

Daytime Telephone Number

(561) 863-4000

CR2E003 (12/98)