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BANKRUPTCY/CREDITOR'S RIGHTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

May 22, 2002

Florida Dept. of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

800005622918--2
-05/29/02--01012--004
****578.75 *****52.50

Re: Atlantic Shores Resorts, LTD, Document #494000000861

Dear Sir or Madam:

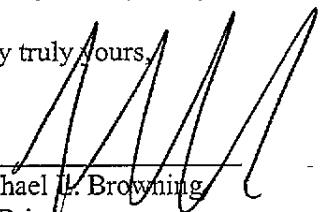
Please find the enclosed Certificate of Amendment to Certificate of Limited Partnership and 2002
Uniform Business Report for the above referenced partnership.

Also enclosed is our check in the amount of \$578.75, which covers the annual Uniform Business Report
fee of \$526.25 and \$52.50 fee to file the Certificate of Amendment. Please send acknowledgment of the
above filings to the following contact person:

Michael L. Browning
402 Appelrouth Lane
Key West, FL 33040
Day: (305) 293-8888

Thank you for your assistance in this matter.

Very truly yours,


Michael L. Browning
MLB:jr
Enclosure as stated.

FILED
02 MAY 24 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A94-861

FF \$ 52.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2002

ATLANTIC SHORES RESORTS, LTD.
510 SOUTH STREET
KEY WEST, FL 33040

SUBJECT: ATLANTIC SHORES RESORTS, LTD.
Ref. Number: A94000000861

We have received your document for ATLANTIC SHORES RESORTS, LTD. and check(s) totaling \$526.25. However, your check(s) and document are being returned for the following:

Attached is a computer printout for your partnership which shows the general partner(s) according to our records. Your annual report/uniform business report must list the same partners as shown on the printout. To change the partner(s), an amendment must be filed and the appropriate filing fee submitted in accordance with chapter 620, Florida Statutes.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Registration/Qualification Section
Division of Corporations Letter Number: 002A00024856

FILED

02 MAY 24 PM 12:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

ATLANTIC SHORES RESORTS, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on January 27, 1994, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Articles of Amendment to Partnership are hereby Amended to reflect the change of General Partner from Brogelfer Development Corporation to Grand Lifestyles Resorts, Inc. ✓

402 APPELROOTH LANE
KEY WEST, FL 33040

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SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:


Michael I. Browning

Signature(s) of new general partner(s), if applicable:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 24 PM 12:40

FILED