BAUR, MILLER & WEBNER, P.A.

ATTORNEYS AT LAW

BOMAS BAUR JD MCL JCB ADMITTED IN FLORIDA AND IN THE FEDERAL REPUBLIC OF GERMANY

REBECCA M MILLER JD DALE F WEBNER JD

FREDERICK WOODBRIDGE JR. J. D. LIC. EN DERECHO (MADRID, SPAIN)

CHRISTOPHER J KLEIN. J D

KARIN L HUGET J.D.

ALEXANDER REUS J.D. (GEHMANY) J.D. L.E.M. ADMITTED IN FLORIDA NEW YORK AND THE DISTRICT OF COLUMBIA

January 27, 1997

PROF WILLIAM H NEWTON, III, J D JEFFREY A BERNSTEIN. J D

DAVID S BERGER, J D

J ALEXANDER BÜRGER, J D (GERMANY) ADMITTED IN THE FEDERAL REPUBLIC OF GERMANY ONLY

2187 FLOOR NEW WORLD TOWER 100 NORTH BISCAYNE BOULEVARD MIAMI, FLORIDA 33132-2306

TELEPHONE (305) 377-356) FACSIMILE (305) 371-4380 tbaur@shadow.net fredw@netrunner.net 73312 2334@compuserve.com

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Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

Florida Beach Vacations Ltd.

Annual Report and Certificate of Amendment

of Certificate of Limited Partnership

(Change of General Partner) Our File No. 2316.002

Dear Secretary of State:

Enclosed please find the Annual Report of the above referenced limited partnership together with a Certificate of Amendment, as well as the withdrawal of the former General Partner as General Partner of this Limited Partnership together with the corporate action authorizing such withdrawal. Enclosed also is a check in the amount of \$576.25 as well your previous letter of January 17, 1997.

Please contact the undersigned if you have any questions or comments concerning this matter.

Sincerely yours.

AR/hb encl.

> C. TAX-FILING-R. AGENT FEI C. COPY TOTAL N. BANK BALANCE DUE REFUND

> > A96-938

BAUR, MILLER & WEBNER, P.A.

ATTORNEYS AT LAW

THOMAS BAUR J.D. M.C.L. J.C.B. ADMITTED IN FLORIDA AND IN THE FUDERAL REPUBLIC OF GERMANY

REBECCA M MILLER JD

DALE F WEBNER JD

FREDERICK WOODBRIDGE JR. J.D.

CHRISTOPHER J KLEIN JD

KARIN L. HUGET, J. D.

ALEXANDER REUS. J.D. IGERMANYI. J.D. LL.M. ADMITTED IN FLORIDA, NEW YORK, AND THE DISTRICT OF COLUMBIA.

April 4, 1997

OF COUNSEL

PROF WILLIAM H NEWTON III. J D

JEFFREY A BERNSTEIN JO

DAVID S BERGER J D

J ALEXANDER BURGER J D (GERMANY) ADMITTED IN THE FEDERAL REPUBLIC OF GERMANY ONLY 2181 FLOOR NEW WORLD TOWER 100 NORTH BISCAYNE BOULEVARD MIAMI, FLORIDA 33132-2306

TELEPHONE 13051 377-3561

FACSIMILE 13051 371-4380

Ibaur@shadow.net

Iredw@netrunner.net

73312 2334@compuserve.com

Florida Department of State Division of Corporations Att.: Kenny Manning Corporate Specialist P.O. Box 6327 Tallahassee, FL 32314

Re:

Florida Beach Vacations Ltd.

Reference Number A96000000938

Letter Number 797A00015807

Our File No. 2316.002

Dear Mr. Manning:

Enclosed please find the originally executed Certificate of Amendment concerning the above referenced limited partnership. Enclosed also please find a check in the amount of \$17.50 for the filing of this document according to the balance reported in your March 28, 1997 letter.

Please contact me if you have any further questions.

Sincerely yours,

Alexander Reus

AR/hb encl.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 28, 1997

BAUR, MILLER & WEBNER, P.A./ATTN: ALEXANDER REUS 21ST FLOOR, NEW WORLD TOWER 100 NORTH BISCAYNE BLVD. MIAMI, FL 33132-2306

SUBJECT: FLORIDA BEACH VACATIONS, LTD

Ref. Number: A9600000938

We have received your document for FLORIDA BEACH VACATIONS, LTD and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$17.50.

The document must include original signatures.

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 (904) 487-6967.

Letter Number: 797A00015807

Kenny Manning Corporate Specialist

Certificate of Amendment Certificate of Limited Partnership of

97 APR 11 AH11: 58

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on 05/20/1996, adopts the following certificate of amendment to its certificate of limited partnership:

FLORIDA BEACH VACATIONS, LTD.

FIRST:

Article II, Section 2.4. is hereby amended to reflect a change in the Registered

Agent from: Franz J. Rosinus

25151 Pennyroyal Drive Bonita Springs, Florida 33923

to:

Rainer Filthaut c/o Euro-American Consulting, Inc.

4001 Tamiami Trail North, #265

Naples, Florida 34103;

SECOND:

Article III, Section 3.1 is hereby amended to reflect a change in the General

Partner from: Florida Anguilla Corp., a Florida corporation

25151 Pennyroyal Drive Bonita Springs, Florida 33923

to:

International General Partner, Inc., a Florida corporation - Pale 0000

4001 Tamiami Trail North, #265

Naples, Florida 34103.

THIRD:

This certificate of amendment shall be effective at the time of its filing with the

Florida Department of State.

FOURTH:

A copy of the withdrawal of the former General Partner and the corporate action

authorizing such is attached hereto.

OLD GENERAL PARTNER:

Franz J. Rosinus, President

Florida Anguilla Corporation, a Florida corporation

NEW GENERAL PARTNER:

Winfried Horstenkamp, President

International General Partner, Inc., a Florida corporation

M Menthungs