

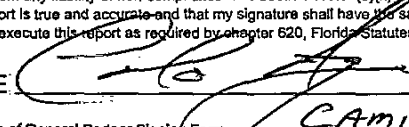


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

* LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 DEC 31 PM 12:43 SECRETARY OF STATE TALLAHASSEE, FLORIDA 	
1. Name of Limited Partnership BETHEL BEACH CLUB PARTNERS, LTD.		1a. DOCUMENT # A97000002516			
Mailing Address 1001 W. CYPRESS CREEK ROAD, #320 FT LAUDERDALE FL 33309		Principal Office Address 1001 W. CYPRESS CREEK ROAD, #320 FT LAUDERDALE FL 33309		3. Date Formed or Registered 11/19/1997	
				5a. Capital Contributions as Shown on record. \$100.00	
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 12/08/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5b. Amount of Capital Contributions in FLORIDA to date:	
City & State		City & State		4. State or Country of Formation FL	
Zip		Zip		6. FEI Number 65-0795745 APPLIED FOR <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Country		Country		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 MILLENNIUM VACATION GROUP, INC. 1001 W CYPRESS CREEK ROAD, #320 FT LAUDERDALE FL 33309				10. If changed, new Registered Agent/Office	
				Name	
				Street Address (P.O. Box Number is Not Acceptable)	
				Suite, Apt. #, etc.	
				City	
				FL Zip Code	
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)		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)		11b. City, State & Zip Code	
11c. Registration/ Document Number					
MILLENNIUM VACATION GROUP, I		1001 W CYPRESS CREEK		FT LAUDERDALE FL 3330	
P97000089177					
7000002750027--4 -01/21/99--01081--024 ****141.25 ****141.25					
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  DATE 12/30/98					
Typed or Printed Name of General Partner Signing Form CAMILO AGUILAR Daytime Telephone Number 305-913-1170					

CR2E003 (8/98)