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September 2, 1997

Florida Department of State
Registration Section
Division of Corporations
Attention: Ms. Cathy Mitchell
P.O. Box 6327
Tallahassee, Florida 32314-6327

FILED
97 OCT 10 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Great Vacations International of Palm Beach Shores, L.L.C.
Registration - Florida Department of State Reference No.
W97000016636

Dear Ms. Mitchell:

600002323136--2
-10/17/97--01073--007
****285.00 ****285.00

Enclosed for processing by your office in connection with the filing of an Amended Certificate of Limited Partnership for REW/BMG/PB Limited Partnership, please find the following documents:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Original Certificate of Good Standing issued by the Office of the Secretary of State of Delaware regarding the good standing of Great Vacations International of Palm Beach Shores, L.L.C.; and
5. Check No. 1010 payable to the order of the Florida Department of State in the amount of \$285 representing the fees associated with processing of the enclosed documents.

Florida Department of State
Attention: Ms. Cathy Mitchell
September 2, 1997
Page 2

If you have any questions or comments regarding the enclosed documentation, or this matter, please advise.

Very truly yours,

SCHOLTEN AND FANT

Scott D. Alfree

Scott D. Alfree *me*

SDA/m

Enclosures w/check

cc: L. J. Rotman w/encl. (via facsimile)
Bert Blicher w/o encl. (via facsimile)
Bruce Goldstein w/o encl. (via facsimile)

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97 OCT 10 PM 3:58
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:

1. Great Vacations International of Palm Beach Shores, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2327143
(FEI number, if applicable)
4. May 29, 1997
(Date of Organization)
5. 2037
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 10, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One Bala Avenue, #320
Bala Cynwyd, Pennsylvania 19004
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

Herbert T. AlfreeMGRM220 Lyon, NW, #400Grand Rapids, MI 49503Bert BlicherMGRMOne Bala Avenue, #320Bala Cynwyd, PA 19004

NAME & ADDRESS: 095-23662 TITLE:

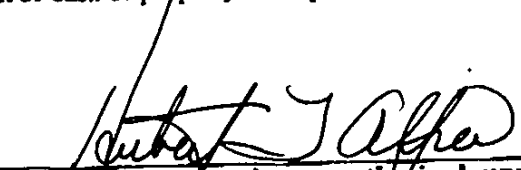
RBC Enterprises, Inc. MGRM601 North Fairfax, #160Alexandria, VA 22314

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Great Vacations
International of Palm Beach Shores, I L C deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,500.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,500.00
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,500.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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97 OCT 10 PM 4:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Great Vacations International of Palm Beach Shores, L.L.C.

2. The name and address of the registered agent and office are:

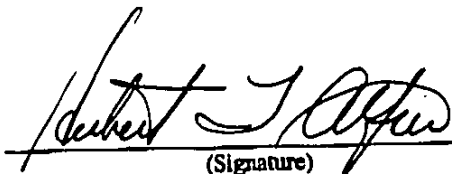
Herbert T. Alfree
(Name)

181 Ocean Avenue
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Beach Shores, Florida 33404
(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Aug 20, 97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREAT VACATIONS INTERNATIONAL OF PALM BEACH SHORES, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GREAT VACATIONS INTERNATIONAL OF PALM BEACH SHORES, L.L.C." WAS FORMED ON THE TWENTY-NINTH DAY OF MAY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
97 OCT 10 PM 3:58
TALLAHASSEE, FLORIDA



Edward J. Freel, Secretary of State

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AUTHENTICATION: 8513626

DATE: 06-16-97