

Tower **A940000000767**

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : WESTGATE RESORTS, LTD.
Account Number : I20000000097
Phone : (407) 351-3350
Fax Number : (407) 352-1193

LIMITED PARTNERSHIP AMENDMENT

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WESTGATE TOWERS, LTD.

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SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP

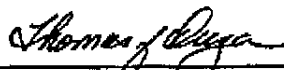
The undersigned general partner of Westgate Towers, LTD, a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant
to Section 620.112, Florida Statutes.

The total amount of the capital contribution of the limited partnership is:
\$ 17,914,382 .

This 30th day of April, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the
facts are true, to the best of my knowledge and belief.



Thomas F. Dugan, Treasurer, General Partner

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TALLAHASSEE, FLORIDA