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From:

Account Name : WESTGATE RESORTS, LTD.
Account Number : I20000000097
Phone : (407) 351-3350
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LIMITED PARTNERSHIP AMENDMENT

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SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP

The undersigned general partner of Westgate Lakes, 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:
\$ 85,522,747 .

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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