A95000002046

CSC NETWORK
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 782523 10831B

AUTHORIZATION : Patricia Pyjut

COST LIMIT : $ 87.50

ORDER DATE : December 26, 1995

ORDER TIME : 11:27 AM

ORDER NO. : 782523

CUSTOMER NO: 10831B

CUSTOMER: Michael Marder, Esq
GREENSPOON MARDER HIRSCHFELD
RAFKIN
135 West Central, Suite 1100

Orlando, FL 32801

800001671315

FILED
95 DEC 26 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WESTGATE RESORTS, LTD.

Name Availability
XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

Document Examiner
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
____ CERTIFIED COPY

Updater
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

Update Verifier
CONTACT PERSON: Carina L. Dunlap

Acknowledgment
EXAMINER'S INITIALS: _____

Certified Copy

DCC

$1.00 ea

A95000002046

G:\cyk\cff-wrents.cer

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WESTGATE RESORTS, LTD.

The undersigned General Partner, WESTGATE RESORTS, INC., hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. **Name**. The name of the limited partnership (the "Partnership") is WESTGATE RESORTS, LTD.

2. **Office Address**. The address of the office of the Partnership in the State of Florida is 5601 Windhover Drive, Orlando, Florida 32819.

3. **Registered Agent**. The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida are WESTGATE RESORTS, INC., 5601 Windhover Drive, Orlando, Florida 32819.

FILED
95 DEC 26 PM 4:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4. **General Partner**. The name and business address of the General Partner are:

WESTGATE RESORTS, INC.
5601 Windhover Drive
Orlando, Florida 32819

P95000076521

5. **Mailing Address**. The mailing address of the Partnership is:

5601 Windhover Drive
Orlando, Florida 32819

6. **Dissolution**. The latest date upon which the Partnership will dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 21 day of December, 1995.

WESTGATE RESORTS, LTD.

BY: WESTGATE RESORTS, INC.,
General Partner

BY: _____
David A. Siegel, President

STATE OF FLORIDA)
) SS.
COUNTY OF ~~ORLANDO~~ ORANGE)

The foregoing instrument was acknowledged before me this 21 day of December, 1995, by David Siegel, as President of WESTGATE RESORTS, INC., the General Partner of WESTGATE RESORTS, LTD., who is personally known to me ~~or has produced _____ as a type of identification~~ and who did/did not take an oath.

Lorraine D. Wilson

Print Name:
Notary Public, State of:
Serial Number, if any:

My commission expires:

LORRAINE D. WILSON
MY COMMISSION # CC 307304
EXPIRES: January 11, 1998
Bonded Thru Notary Public Underwriters

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 620.192, the following is submitted:

Westgate Resorts, Ltd., desiring to organize as a Limited Partnership under the laws of the State of Florida, has designated 5601 Windhover Drive, Orlando, Florida 32819 as its initial Registered Office, and has named Westgate Resorts, Inc., located at the same address, as its Registered Agent.

WESTGATE RESORTS, LTD.

BY: WESTGATE RESORTS, INC., General Partner

BY: David A. Siegel, President

FILED
95 OCT 26 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent for the above stated Limited Partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties.

WESTGATE RESORTS, INC., General Partner

BY: David A. Siegel, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the sole General Partner of WESTGATE RESORTS, LTD., a Florida limited partnership, upon penalty of perjury, certifies as follows:

The amount of capital contributions of the limited partners is $1,000.00.

Dated this 21 day of December, 1995.

WESTGATE RESORTS, INC., as General Partner of WESTGATE RESORTS, LTD.

BY: _____
David A. Siegel, President

FILED
95 DEC 26 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF Orange)

The foregoing instrument was acknowledged before me this 21 day of December, 1995, by David A. Siegel as President of WESTGATE RESORTS, INC., the General Partner of WESTGATE RESORTS, LTD., who is personally known to me or ~~has produced~~ _____ as a ~~type of identification~~ and who did/did not take an oath.

_____
Print Name:
Notary Public, State of:
Serial Number, if any:

My commission expires:

LORRAINE D. WILSON
MY COMMISSION # CC 167594
EXPIRES: January 11, 1998
Bonded Thru Notary Public Underwriters

LIMITED PARTNERSHIP ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN -3 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

WESTGATE RESORTS, LTD

1a. DOCUMENT # A95000002046

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

Suite Apt. # etc.

City, State & Zip

Mailing Address

5601 WINDHOVER DR
ORLANDO , FLORIDA 32819

Principal Office Address

5601 WINDHOVER DR
ORLANDO, FLORIDA 32819

500J01686995
-01/11/96--01062--015
****191.25 ****191.25

2a. New Principal Office Address

Suite Apt. # etc.

City, State & Zip

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
12/26/95	N/A	FLORIDA

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number		7. CERTIFICATE OF STATUS REQUIRED
$1,000.00	$1,000.00		XX Applied for Not Applicable	[redacted]

8. **FEES:** 1.) Filing Fee. Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

1-10

9. Name and Address of Current Registered Agent	10. If changed, new Registered Agent/Office
WESTGATE RESORTS, INC 5601 WINDHOVER DR ORLANDO, FLORIDA 32819	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 12/29/95

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
WESTGATE RESORTS, INC	5601 WINDHOVER DR	ORLANDO, FLORIDA 32819	P95000096521

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 12/29/95

Typed or Printed Name of General Partner Signing Form: DAVID SIEGEL AS PRESIDENT OF GENERAL PARTNER WESTGATE RESORTS, INC

Telephone Number 407-351-3350

CR2E003 (6/95)