



THE UNITED STATES
CORPORATION
COMPANY

A96000000998

ACCOUNT NO. : 072100000032

REFERENCE : 504269 83411A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 35.00

ORDER DATE : December 6, 1999

ORDER TIME : 12:10 PM

ORDER NO. : 504269

700003061627--3

CUSTOMER NO: 83411A

CUSTOMER: Ms. Phyllis Dennis
Vistana Development, Ltd.
8801 Vistana Centre Drive
13500 State Road 535
Orlando, FL 32821

CHANGE OF AGENT

NAME: VISTANA WGV, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 DEC -6 PM 4: 52

RECEIVED
99 DEC -6 PM 1: 01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BR
12/6/99

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. VISTANA WGV, LTD.
Name of the limited partnership

2. 5-28-96 3. A96000000998
Date of filing/registration in Florida Document number assigned

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT Corporation System
Name
1200 South Pine Island Road
Address
Plantation, Florida 33324
City, State and Zip

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5. The name and address of the new registered agent and/or office:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box not acceptable)
Tallahassee, FL 32301
City, State and Zip

6. Such change(s) was/were authorized by the general partners.

[Signature]

Signature of General Partner VISTANA WGV HOLDINGS, INC.

BY: SUSAN WERTH, SVP/LAW

I hereby accept the appointment as registered agent and agree to act in this capacity. If further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.

By:

[Signature: Deborah D. Skipper]

Signature of Registered Agent

**Deborah D. Skipper
as its agent**

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

Filing Fee: \$35.00