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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP AMENDMENT

VISTANA WGV, LTD.

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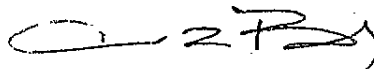
Re: Certificate of Amendment to Certificate of Limited
Partnership of Vistana WGV, Ltd.

Dear Gerry,

As discussed, enclosed for filing with the Secretary of State of Florida
the originally executed Certificate of Amendment to Certificate of Limited Partnership of
Vistana WGV, Ltd. that has been executed by Vistana WGV, Ltd. as special liquidator

Thank you for your assistance in the resolve of this matter. Of course, if
you have any questions, please contact me at the number above.

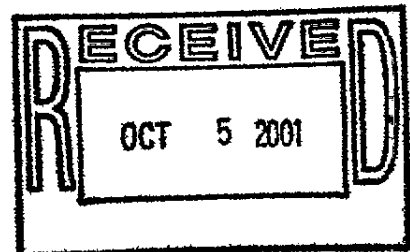
Sincerely yours,



Christy L. Brady

CLB:cal
Enclosure

cc: Susan Werth, Esq. (w/encl.)
Barbara Overton, Esq. (w/encl.)



CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP OF

VISTANA WGV, LTD.

Pursuant to the provisions of § 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 28, 1996, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendments(s):

Paragraph 4 of the Certificate of Limited Partnership of Vistana WGV, Ltd. is hereby deleted, as Vistana WGV Holdings, Inc., a Florida corporation withdrew as the general partner of Vistana WGV, Ltd. effective as of 5:00 p.m. August 31, 2001. Vistana WGV Investment, Inc. has been appointed as Special Liquidator of Vistana WGV, Ltd. in accordance with the terms of the Limited Partnership Agreement and Florida Statutes, Section 620.159. ✓

Paragraph 7 of the Certificate of Limited Partnership of Vistana WGV, Ltd. is hereby amended to add the following to the end of said paragraph: *"or such other party duly appointed pursuant to the Limited Partnership Agreement or applicable law."*

SECOND: This Certificate of Amendment to Certificate of Limited Partnership of Vistana WGV, Ltd. shall be effective at the time of its filing with the Florida Department of State.

VISTANA WGV INVESTMENT, INC., a
Florida corporation, as Special Liquidator

By: *Susan Werth*

Name: Susan Werth

Title: Senior Vice President/Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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