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PREFERRED  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000002

REFERENCE : 995961 4323852

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 21, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 995961

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant  
DEAN, MEAD, EGERTON,  
BLOODWORTH, CAPOUANO & BOZARTH  
800 North Magnolia Avenue  
Suite 1500  
Orlando, FL 32803

\*\*\*\*\*  
DEBIT CARD \*\*\*\*\*  
06/21/96 09:44 AM  
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File Second!!

File Second!!

DOMESTIC FILING

NAME: VISTANA WGV INVESTMENT, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

G. FEE \_\_\_\_\_  
FILING \_\_\_\_\_  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

13A  
6/21/96

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VISTANA WGV INVESTMENT, LTD.

RECORDED  
INDEXED  
FEB 25 1979

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.186 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is Vistana WGV Investment, Ltd.

2. The address of the office of the Partnership as referred to in Section 620.105, Florida Statutes, is 8801 Vistana Centre Drive, Orlando, Florida 32821-6353.

3. The name and address of the agent for service of process on the Partnership shall be Raymond L. Gellein, Jr., 8801 Vistana Centre Drive, Orlando, Florida 32821-6353.

4. The names and business addresses of the General Partners are:

<u>Name</u>	<u>Address</u>
JAA WGV Holdings, Inc.	8801 Vistana Centre Drive Orlando, Florida 32821-6353
RLG WGV Holdings, Inc.	8801 Vistana Centre Drive Orlando, Florida 32821-6353

5. The mailing address for the Partnership is 8801 Vistana Centre Drive, Orlando, Florida 32821-6353.

6. The latest date upon which the Partnership shall dissolve is December 31, 2046.

7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partners.

This Certificate of Limited Partnership was executed by  
the General Partners this 7th day of June, 1996.

GENERAL PARTNERS

JAA WGV HOLDINGS, INC.

By: 

Jeffrey A. Adlor, President

RLG WGV HOLDINGS, INC.

By: 

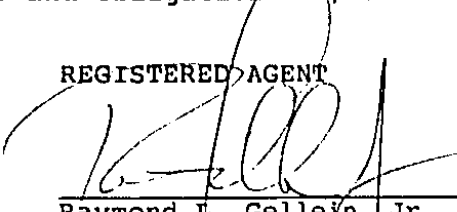
Raymond L. Gellein, Jr., President

66 JUN 11 PM 2:50  
OFFICE OF THE  
CLERK OF THE  
COURT  
JACKSONVILLE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT

  
Raymond L. Gellein, Jr.

Date: June 7th, 1996

STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Raymond L. Gellein, Jr., President of RLG WGV HOLDINGS, INC., and Jeffroy A. Adler, President of JAA WGV HOLDINGS, INC., the general partners of VISTANA WGV INVESTMENT, LTD., a Florida limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$1,000.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS

RLG WGV HOLDINGS, INC.

Date: June 11, 1996

By: [Signature]  
Raymond L. Gellein, Jr., President

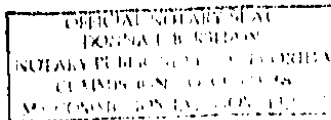
JAA WGV HOLDINGS, INC.

Date: June 11, 1996

By: [Signature]  
Jeffrey A. Adler, President

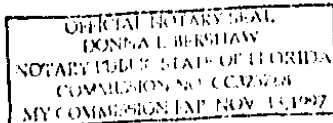
Sworn to and subscribed before me this 11th day of June, 1996, by RAYMOND L. GELLEIN, JR., President of RLG WGV HOLDINGS, INC., as General Partner on behalf of VISTANA WGV INVESTMENT, LTD., a Florida limited partnership. He (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of

the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_



Print Name: Jeffrey A. Adler  
Notary Public - State of Florida  
Commission No.: CC25628  
My Commission Expires: Nov 13 1997

Sworn to and subscribed before me this 21 day of June, 1996, by JEFFREY A. ADLER, President of JAA WGV HOLDINGS, INC., as General Partner on behalf of VISTANA WGV INVESTMENT, LTD., a Florida limited partnership. He (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_



Print Name: Jeffrey A. Adler  
Notary Public - State of Florida  
Commission No.: CC25628  
My Commission Expires: Nov 13 1997

FILED  
SECRETARY OF STATE  
96 JUN 21 PM 2:50

A96000001171



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 21 PM 3:27

ACCOUNT NO. : 072100000032

REFERENCE : 268321 4323852

AUTHORIZATION :

COST LIMIT

*Patricia 10 Projects*

ORDER DATE : February 21, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 268321-010

CUSTOMER NO: 4323852

CUSTOMER: Charles Egerton, Esq  
Dean Mead Egerton Bloodworth  
Suite 1500  
800 North Magnolia Avenue  
Orlando, FL 32803

DOMESTIC AMENDMENT FILING

400002096594--9

-02/25/97--01062--001

\*\*\*\*\*52.50 \*\*\*\*\*52.50

NAME: VISTANA WGV INVESTMENT, LTD.

400002096594--9

-02/25/97--01062--002

\*\*\*\*\*52.50 \*\*\*\*\*52.50

EFFECTIVE DATE: *Kenny Manning*

XX ARTICLES OF AMENDMENT  
     RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: *KWM*



February 14, 1997

VIA DDL EXPRESS

Division of Corporations  
Attention: Kenny Manning  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sir:

Reference: Annual Reports - Vistana WGV Investment, Ltd.  
Vistana OP Investment, Ltd.

We return herewith the above-referenced annual reports together with the following:

1. Letter No. 596A00057477 and documents for Vistana WGV Investment, Ltd.
2. Certificate of Amendment for Vistana WGV Investment, Ltd. and corresponding check in the amount of \$52.50 for such amendment filing.
3. Letter No. 896A000057472 and documents for Vistana OP Investment, Ltd.
4. Certificate of Amendment for Vistana OP Investment, Ltd. and corresponding check in the amount of \$52.50 for such amendment filing.

Kindly mail the Certificates of Status, copy of the filed annual report forms and copy of the filed amendments to:

Legal Department  
Vistana Development, Ltd.  
8801 Vistana Centre Drive  
Orlando, Florida 32821

If you have questions on any of the enclosed documents, please call me at (407) 239-3099.

Sincerely yours,

VISTANA DEVELOPMENT, LTD.

*Andrea E. Johnson*

Andrea E. Johnson, CLA  
Manager of Legal Services

Enclosures

cc: Susan B. Werth, Esq.

WGV.LR.60.06.02  
OAK.LR.60.06.02



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 27, 1996

VISTANA WGV INVESTMENT, LTD.  
8801 VISTANA CENTRE DRIVE  
ORLANDO, FL 32821-6353

SUBJECT: VISTANA WGV INVESTMENT, LTD.  
Ref. Number: A96000001171

We have received your document for VISTANA WGV INVESTMENT, LTD. and your check(s) totaling \$201.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

To remove RLG WGV Holdings, Inc. as a general partner you must file an amendment.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 596A00057477



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 21 PM 3: 27

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VISTANA WGV INVESTMENT, LTD.**

A96000001171

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on June 21, 1996, adopts the following certificate of amendment to its certificate of limited partnership:


**FIRST:** Article 4 of the certificate of limited partnership is amended as follows:

4. The General Partners of the Partnership were JAA WGV Holdings, Inc. and RLG WGV Holdings, Inc. RLG WGV Holdings, Inc. was merged into JAA WGV Holdings, Inc. and, as a result thereof, was removed as a General Partner of the Partnership. In addition, JAA WGV Holdings, Inc. changed its name to Vistana WGV Investment, Inc. Therefore, the name and business address of the sole General Partner of the Partnership is Vistana WGV Investment, Inc., 8801 Vistana Centre Drive, Orlando, Florida 32821-6353.

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

**THIRD:** Signature of current general partner.

VISTANA WGV INVESTMENT, INC.

By:   
Name: Susan Werth  
Title: Senior Vice President - Law