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FILING COVER SHEET

REFERENCE:

0171. 1249

DATE:

12-22-97

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12/22/97 01034 023
****420.00 ****105.00

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Vistana WGV Investment, Ltd.

STATE FEES PREPAID WITH CHECK # 41580 FOR \$

1974 00059935

PLEASE FILE:

Cancellation

☐ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ QUALIFICATION

☒ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☒ LIMITED LIABILITY

☐ REINSTATEMENT

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

BK 12/22/97
Examiner's Initials

LP - 52.50
CERT 52.50

FILED
97 DEC 22 AM 10:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
12/31/97

**CERTIFICATE OF CANCELLATION
FOR
VISTANA WGV INVESTMENT, LTD.**

FILED
97 DEC 22 AM 10:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 620.113, Florida Statutes, VISTANA WGV INVESTMENT, LTD. (the "Partnership"), whose certificate was filed with the Florida Department of State on June 21, 1996, hereby submits this Certificate of Cancellation.

EFFECTIVE DATE

12/31/97

FIRST: The Partnership has elected to be governed by the provisions of the Florida Revised Uniform Partnership Act of 1995 pursuant to Section 620.90(3), Florida Statutes and, effective as of the close of business on December 31, 1997, will convert from a limited partnership to a partnership (i.e., a general partnership) pursuant to the provisions of Section 620.8903, Florida Statutes. This Certificate of Cancellation is being filed pursuant to the requirements of Section 620.8903(3), Florida Statutes.

SECOND: This Certificate of Cancellation shall be effective as of the close of business on December 31, 1997.

THIRD: Signature of the sole general partner:

VISTANA WGV INVESTMENT, INC.

By: [Signature]

Print Name: Susan B. Winters

Print Title: Sr. Vice President

97 DEC 22 AM 11:02
DIVISION OF CORPORATE REGISTRATION