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REFERENCE:

0171. 1273

DATE:

12-26-97

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

400002383164-3

-12/26/97-01043-004
****140.00 ****140.00

TELEPHONE:

222-1173

SUBJECT:

Vistana WGV Management
Ltd

STATE FEES PREPAID WITH CHECK # 41635 FOR \$ 140.00

PLEASE FILE:

- () ARTICLES OF INC.
() QUALIFICATION
() FICTITIOUS NAME
() UCC-1

() AMENDMENT

(X) LIMITED PARTNERSHIP

() LIMITED LIABILITY

() UCC-3

() DISSOLUTION

() ANNUAL REPORT

() ANNUAL REPORT

() REINSTATEMENT

PROVIDE US WITH:

(X) CERTIFIED COPY

() CERTIFICATE OF STATUS

STAMPED COPY

| | |
|-------------------|----------|
| Name Availability | OK 12-26 |
| Document Examiner | OK |
| Updater | OK |
| Updater Verifier | OK |
| Acknowledgement | OK |
| W. P. Verified | OK |

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VISTANA WGV MANAGEMENT, LTD.**

The undersigned General Partner, 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 states the following:

1. The name of the Partnership is Vistana WGV Management, 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 of the agent for service of process on the Partnership shall be CT CORPORATION SYSTEM, 1200 South Pine Island Road, Plantation, FL 33324
4. The name and business address of the General Partner are:

Name

Address

Vistana WGV Management, Inc.

8801 Vistana Centre Drive
Orlando, Florida 32821

093-1472

5. The mailing address for the Partnership is Post Office Box 22197, Lake Buena Vista, Florida 32820-2197.

6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

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 Partner.

This Certificate of Limited Partnership was executed by the General Partner this 23rd day of December, 1997.

GENERAL PARTNER

VISTANA WGV MANAGEMENT, INC., a Florida
corporation

By: Susan Werth

Susan Werth, Senior Vice President, and Secretary

/Law

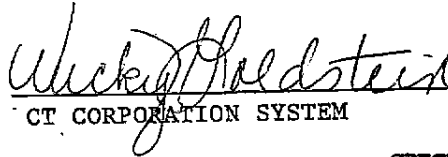
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 26 PM 4:04

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


CT CORPORATION SYSTEMDate: December 23, 1997VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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DIVISION OF CORPORATIONS
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