

A9 700000 2864 1st

FILING COVER SHEET

REFERENCE: 0171. 1401
DATE: 1-21-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Vistana WGR Management, Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 AM 11:39

STATE FEES PREPAID WITH CHECK # 41911 FOR \$ 52.50

500002406725--3
-01/21/98--01069--018
*****52.50 *****52.50

PLEASE FILE:

() ARTICLES OF INC. ☒ AMENDMENT () DISSOLUTION ☒ ANNUAL REPORT
() QUALIFICATION ☒ LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() UCC-1 () UCC-3

LP-52.50

PROVIDE US WITH:

() CERTIFIED COPY () CERTIFICATE OF STATUS

Examiner's Initials

PK
1/21/98

RECEIVED
98 JAN 21 AM 10:32
STAMPED COPY
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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

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The undersigned, as the sole General Partner of VISTANA WGV MANAGEMENT, LTD., a Florida limited partnership (the "Partnership"), desiring to amend the Certificate of Limited Partnership of the Partnership, pursuant to the Florida Revised Uniform Limited Partnership Act, Section 620.109 of the Florida Statutes, hereby certifies as follows:

1. The name of the Partnership is Vistana WGV Management, Ltd.
2. The initial Certificate of Limited Partnership was filed on December 26, 1997.
3. The Certificate of Limited Partnership of the Partnership is hereby amended
as follows:


The name and business address of the General Partner is:

Vistana WGV Management, Inc. 8801 Vistana Centre Drive
Orlando, Florida 32821

IN WITNESS WHEREOF, this First Amendment to Certificate of Limited Partnership was executed by the General Partner this 14th day of January, 1998.

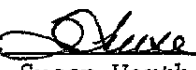
EXISTING GENERAL PARTNER:

VCH CONTRACTING, INC. (formerly Vistana WGV Management, Inc.), Florida Document #P93000001472

By: 
Susan Werth, as its Senior Vice President/
Law and Secretary

NEW GENERAL PARTNER:

VISTANA WGV MANAGEMENT, INC., Florida Document
#P98000000708

By: 
Susan Werth, as its Senior Vice President/
Law and Secretary