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FOREIGN PROFIT/NONPROFIT CORPORATION

Starwood Residence Club Sales, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Starwood Residence Club Estes, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Arizona 3. 20-5899244
(State or country under the law of which it is incorporated) (FEL number, if applicable)

4. November 3, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8803 Vistana Centre Drive, Orlando, FL 32821
(Principal office address)
2803 Vistana Centre Drive, Orlando, FL 32821
(Current mailing address)

8. Any and all lawful business authorized or not prohibited by Florida Statutes, as may from time to time be amended.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: Barbara A. Burke
(Registered agent's signature) Barbara A. Burke

Special Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Matthew E. Avril

Address: 8801 Vistana Centre Drive

Orlando, FL 32821

Director: Michelle M. Frymire

Address: 9102 SouthPark Center Loop

Orlando, FL 32819

B. OFFICERS

President: Matthew B. Avril

Address: 8801 Vistana Centre Drive

Orlando, FL 32821

Vice President: See attached additional listing

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. By: Victoria H. Carter, SVP
(Signature of Director or Officer listed in number 12 of the application)

14. Victoria H. Carter, Senior Vice President
(Typed or printed name and capacity of person signing application)

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12. Name and business addresses of directors and officers.

A. Directors:

Title: Director
Name: Sergio D. Rivera
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Director
Name: Susan Werth
Street Address: 8803 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

B. Officers:

Title: CEO
Name: Raymond L. Gellein, Jr.
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: President
Name: Sergio D. Rivera
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Senior Vice President, CFO,
Treasurer, Assistant Secretary
Name: Michelle Frymire
Street Address: 9102 SouthPark Center Loop
City-ST-Zip: Orlando FL 32819

Title: Senior Vice President/Law,
Secretary
Name: Susan Werth
Street Address: 8803 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Senior Vice President
Name: David E. Broderick
Street Address: 74000 Country Club Drive,
Building D
City-ST-Zip: Palm Desert, CA 92260

Title: Senior Vice President, Assistant
Secretary
Name: Victoria H. Carter
Street Address: 8803 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Vice President
Name: Lisa Cassin
Street Address: 9002 San Marco Court
City-ST-Zip: Orlando, FL 32819

Title: Vice President
Name: Robin L. Suarez
Street Address: 8803 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Vice President
Name: Rozanne Charlington
Street Address: 25150 N. Windy Walk
Drive, #64
City-ST-Zip: Scottsdale, AZ 85255

Title: Assistant Treasurer
Name: Peter Morrow
Street Address: 2231 E. Camelback Road,
Suite 400
City-ST-Zip: Phoenix, AZ 86016

Title: Assistant Secretary
Name: Jared T. Finkelstein
Street Address: 1111 Westchester Avenue
City-ST-Zip: White Plains, NY 10604

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****STARWOOD RESIDENCE CLUB SALES, INC.*****

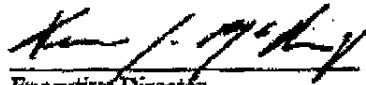
a domestic corporation organized under the laws of the State of Arizona, did incorporate on November 3, 2006.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-128 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 12th Day of March, 2007, A. D.


Executive Director

Order Number: 129128

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