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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 757458 4328353

AUTHORIZATION : Debbie Skipper

COST LIMIT : $ 150.00

ORDER DATE : December 14, 2005

ORDER TIME : 3:02 PM

ORDER NO. : 757458-015

CUSTOMER NO: 4328353

DOMESTIC FILING

NAME: WESTGATE VACATION VILLAS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following Florida limited partnership hereby submits the ***attached Articles of Organization*** and this Certificate of Conversion to convert to a Florida limited liability company:

FIRST: The name of the Florida limited partnership immediately prior to filing of this document was:

Westgate Vacation Villas, Ltd.

SECOND: The date on which and the jurisdiction in which the limited partnership was first created or otherwise came into being are:

A. Date: December 26, 1995
B. Jurisdiction: Florida
(1) Florida Document No.: A95000002044
(2) EIN: 59-3350611

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THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

Westgate Vacation Villas, LLC

FOURTH: This conversion shall be effective upon the filing of this certificate of conversion.

FIFTH: This conversion has been approved by all of the partners of the limited partnership.

SIXTH: This conversion was approved as required by Florida law.

Westgate Resorts, Ltd., as Member of
Westgate Vacation Villas, LLC

By: Westgate Resorts, Inc., its GP

By: _____
David A. Siegel, President

Westgate Vacation Villas, Inc., as GP of
Westgate Vacation Villas, Ltd.

By: _____
David A. Siegel, President

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ARTICLES OF ORGANIZATION
OF
WESTGATE VACATION VILLAS, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is Westgate Vacation Villas, LLC.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall exist perpetually, unless sooner dissolved in accordance with the Operating Agreement of the Limited Liability Company or Florida law.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 5601 Windhover Drive, Orlando, Florida 32819.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Michael Marder, 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager and the name and address of the initial manager who is to serve as manager is:

Westgate Resorts, Inc.
5601 Windhover Drive
Orlando, Florida 32819

Whereof, the undersigned member has executed these Articles the 1st day of December, 2005.

David A. Siegel
Authorized Representative of Member

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the Limited Liability Company is:

   Westgate Vacation Villas, LLC

2. The name and address of the registered agent and office is:

   Michael Marder
   100 W. Cypress Creek Road, Suite 700
   Fort Lauderdale, Florida 33309

By: _____
Michael Marder, Registered Agent

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

_____ 12/15/05

Michael Marder (Signature) (Date)

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