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To: Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
Phone : (407) 422-6583
Fax Number : (954) 343-6962

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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

WESTGATE ANAHEIM, LLC

Certificate of Status	0
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EXAMINER 1/18/2008

**ARTICLES OF ORGANIZATION
OF
WESTGATE ANAHEIM, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is Westgate Anaheim, 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 Greenspoon Marder, P.A., 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

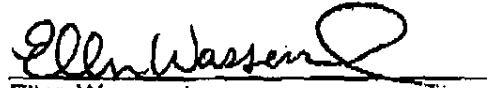
ARTICLE V - Management:

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

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

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Whereof, the undersigned member has executed these Articles the 18th day of January,
-2008.


Ellen Wasserstrom,
Authorized Representative of Member

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**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.

1. The name of the Limited Liability Company is:

Westgate Anaheim, LLC

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

Greenspoon Marder, P.A. (the "Firm")
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

By: Ellen Wasserstrom
Ellen Wasserstrom, for the Firm

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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, the Firm hereby accepts the appointment as registered agent and agrees to act in this capacity. The Firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Firm is familiar with and accepts the obligations of its position as registered agent.

Ellen Wasserstrom January 18, 2008
Ellen Wasserstrom, for the Firm (Signature) (Date)