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ACCOUNT NO. : 072100000032

REFERENCE : 684591 83411A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 3, 2000

ORDER TIME : 12:37 PM

ORDER NO. : 684591-005

CUSTOMER NO: 83411A

800003237608--1

CUSTOMER: Ms. Phyllis Dennis
VISTANA DEVELOPMENT, LTD.
VISTANA DEVELOPMENT, LTD.
8801 Vistana Centre Drive
13500 State Road 535
Orlando, FL 32821

DOMESTIC FILING

NAME: VISTANA PACIFIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -3 PM 2:57
RECEIVED
00 MAY -3 PM 1998
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5/2/88

**ARTICLES OF INCORPORATION
OF
VISTANA PACIFIC, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -3 PM 2: 57

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Vistana Pacific, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 8801 Vistana Centre Drive, Orlando, Florida 32821-6353. The mailing address of the Corporation shall be Post Office Box 22197, Lake Buena Vista, Florida 32830-2197.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Corporation Service Company.

The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Raymond L. Gellein, Jr.	8801 Vistana Centre Drive Orlando, Florida 32821
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ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Address

Raymond L. Gellein, Jr.

8801 Vistana Centre Drive
Orlando, Florida 32821-6353

Jeffrey A. Adler

8801 Vistana Centre Drive
Orlando, Florida 32821-6353

00 MAY -3 PM 2:57

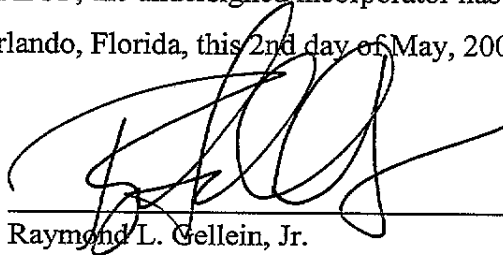
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 2nd day of May, 2000.


Raymond L. Gellein, Jr.

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0505 of the Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Date: May 3rd, 2000

Deborah D. Skipper
as its agent