

**Electronic Articles of Incorporation
For**

**P02000075685
FILED
July 11, 2002
Sec. Of State**

WESTIN INNISBROOK RESORTS, INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

WESTIN INNISBROOK RESORTS, INC

Article II

The principal place of business address:

1745 MARKHAM WOODS ROAD
LONGWOOD, FL. 32779

The mailing address of the corporation is:

1745 MARKHAM WOODS ROAD
LONGWOOD, FL. 32779

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

RICHARD MACLEAN
111 ATLANTIC ANNEX POINT
MAITLAND, FL. 32751

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD MACLEAN

Article VI

The name and address of the incorporator is:

CHARLES DEWEY TOBIAS, JR
1745 MARKHAM WOODS ROAD
LONGWOOD, FL 322779

Incorporator Signature: CHARLES DEWEY TOBIAS, JR.

Article VII

The effective date for this corporation shall be:

07/11/2002