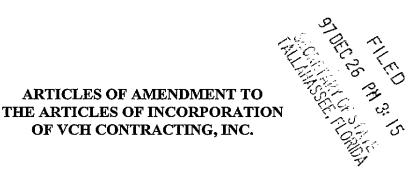
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FILING COVER SHEET

	2000023831629
REFERENCE:	0/7/. /272 -12/26/9701043005
DATE:	12-26-97
CONTACT:	CINDY HICKS
FROM:	CORPORATE & CRIMINAL RESEARCH SERVICES
	103 N. MERIDIAN STREET
	TALLAHASSEE, FL 32301
TELEPHONE:	1/0 H (10 street time The Fig.
SUBJECT:	VCN COMOCHY, GAR
STATE FEES PREPAID W	TTH CHECK # 4/634 FOR \$ 87.50
PLEASE FILE:	AMENDMENT () DISSOLUTION () ANNUAL REPORT
() ARTICLES OF INC.	X//
() QUALIFICATION	() LIMITED LIABILITY () REINSTATEMENT
() FICTITIOUS NAME	() Limited 22
() UCC-1	() UCC-3
PROVIDE US WITH:	() CERTIFICATE OF STATUS () STAMPED COPY
CERTIFIED COPY	() CERTIFICATE OF STATES

Examiner's Initials



Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is VCH Contracting, Inc. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the Directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation at a special meeting of the Board of Directors held on December 22, 1997, specially called for the purpose of amending Article I of the Articles of Incorporation. The sole shareholder of the Corporation approved the resolution amending Article I of the Articles of Incorporation by Written Consent dated December 22, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Vistana WGV Management, Inc."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 23 day of December, 1997.

VCH CONTRACTING, INC.

Susan Werth, Senior Vice President and Secretary

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