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ACCOUNT NO. : 072100000032

REFERENCE : 778958 10831A

AUTHORIZATION : Patricia Pigott

COST LIMIT : $ 70.00

ORDER DATE : December 21, 1995

ORDER TIME : 11:09 AM

ORDER NO. : 778958

CUSTOMER NO: 10831A

CUSTOMER: Greg Blodig, Esq
GREENSPOON MARDER HIRSCHFELD &
RAFKIN
Suite 700
100 West Cypress Creek
Ft. Lauderdale, FL 33309

DOMESTIC FILING

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: WESTGATE RESORTS, INC.

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

DEC 21 1995 BSB

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WESTGATE RESORTS, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

WESTGATE RESORTS, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 7,500

Par Value Per Share: $1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

SouthTrust Bank Building, Suite 1100
135 West Central Boulevard
Orlando, Florida 32801

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is Michael Marder.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification of their successors:

NAME	ADDRESS
DAVID SIEGEL	5601 Windhover Drive Orlando, Florida 32819
BETTIE SIEGEL	5601 Windhover Drive Orlando, Florida 32819

ARTICLES VIII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
MICHAEL MARDER	SouthTrust Bank Building, Suite 1100 135 West Central Boulevard Orlando, Florida 32801

ARTICLE IX

CORPORATE ADDRESS

The mailing address of the Corporation shall be:

5601 Windhover Drive
Orlando, Florida 32819

ARTICLE X

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received

proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 20th day of December, 1995.

(SEAL)
MICHAEL MARDER

STATE OF FLORIDA)
) SS:
COUNTY OF Orange)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael Marder, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 20th day of December, 1995.

NOTARY PUBLIC

My Commission Expires:

DORENDRA RENET MC CALL
MY COMMISSION # CC 198405 EXPIRES
April 24, 1998
BONDED THRU TROY FAIN INSURANCE, INC

ACKNOWLEDGMENT BY DESIGNATED REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED THIS 20th DAY OF DECEMBER, 1995.

BY: _____
(Registered Agent)
MICHAEL MARDER

STATE OF FLORIDA)
)
COUNTY OF Orange)

I HEREBY CERTIFY that on this 20th day of December, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL MARDER, to me known to be the individual described in and who executed the foregoing instrument as registered agent to the Articles of Incorporation of WESTGATE RESORTS, INC., a Florida corporation, and he severally acknowledged to me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have set my hand and official seal in the County and State aforesaid on the day and year last above written.

_____
Notary Public, State of Florida

My commission expires:

DOREMORA REMET MC CALL
MY COMMISSION # CC 196405 EXPIRES
April 24, 1998
BONDED THRU TROY FAIN INSURANCE, INC.