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TALLAHASSEE, FL 32301-0707
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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 176947 10831B

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

96 DEC -5 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 5, 1996

ORDER TIME : 11:11 AM

ORDER NO. : 176947-005

700002021047--5

CUSTOMER NO: 10831B

CUSTOMER: Michael Marder, Esq
GREENSPOON MARDER HIRSCHFELD
RAFKIN
135 West Central, Suite 1100

Orlando, FL 32801

DOMESTIC FILING

NAME: WESTGATE RESORTS
INTERNATIONAL, 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: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
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DIVISION OF CORPORATE & FINANCIAL SERVICES

12-5-96

ARTICLES OF INCORPORATION

OF

WESTGATE RESORTS INTERNATIONAL, INC.

FILED
96 DEC -5 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 International, 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: 1000

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:

135 West Central Blvd., Suite 1100
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 E. 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 director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

<u>NAME</u>	<u>ADDRESS</u>
David A. Siegel	5601 Windhover Drive Orlando, Florida 32819

ARTICLES VIII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Michael E. Marder	135 West Central Boulevard Suite 1100 Orlando, Florida 32801

ARTICLE IX
CORPORATE ADDRESS

The address of the Corporation shall be:

5601 Windhover Drive
Orlando, Florida 32819

ARTICLE IX
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.

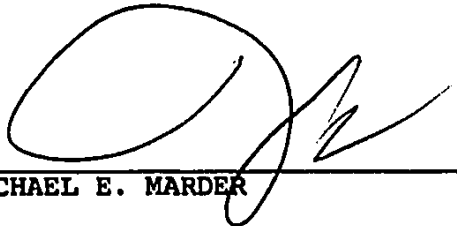
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal 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 29th day of November, 1996.




MICHAEL E. MARDER (SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, appeared MICHAEL E. MARDER personally known to me ~~or who produced~~ as ~~identification~~, 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 29th day of November, 1996.



NOTARY PUBLIC, State of Florida
Printed Name: Lorraine D. Wilson

My Commission Expires:



LORRAINE D WILSON
My Commission CC820702
Expires Jan. 11, 2000

The Undersigned hereby accepts designation as Registered Agent of the Corporation.

GREENSPOON, MARDER, HIRSCHFELD,
RAFKIN, ROSS & BERGER, P.A.

BY: 

MICHAEL E. MARDER

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that Westgate Resorts International, Inc., 5601 Windhover Drive, Orlando, Florida 32819, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida, has named Michael E. Marder, located at 135 West Central Boulevard, Suite 1100, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Registered Agent


MICHAEL E. MARDER

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FILED
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STATE
TALLAHASSEE, FLORIDA