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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *CFI General Funding II, Inc*
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
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ARTICLES OF INCORPORATION
OF
CFI GENERAL FUNDING VI, INC.

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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be CFI General Funding VI, Inc. (the "Corporation"). The initial address of the Corporation shall be c/o Michael Marder, Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., Suite 1100, 135 West Central Boulevard, Orlando, Florida 32801.

ARTICLE II.

PURPOSES

The general purposes for which this Corporation is organized are:

- (i) to acquire, own, hold and transfer a general partnership interest in CFI Funding VI, Ltd., a Florida limited partnership (the "Grantor");
- (ii) to exercise all rights conferred upon the Corporation as a general partner of the Grantor;
- (iii) to pay distributions on the Corporation's capital stock; and
- (iv) to engage in any lawful act or activity authorized by the Florida Business Corporation Act, as hereinafter amended and supplemented, and any statute successor thereto, as thereafter amended and supplemented, to the extent that such act or activity is incidental to the general purposes stated herein or is necessary or convenient for the accomplishment of such general

purposes; provided, however, that the Corporation shall not engage in any act or activity by or inconsistent with the Interaffiliate Agreement among the Corporation, Central Florida Investments, Inc., the Grantor, and such other persons or entities as the parties shall mutually agree (the "Interaffiliate Agreement").

ARTICLE III.

CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$1.00 per share.

ARTICLE IV.

INCORPORATOR

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

Michael E. Marder
Suite 1100
135 West Central Boulevard
Orlando, Florida 32801

ARTICLE V.

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be Suite 1100, 135 West Central Boulevard, Orlando, Florida 32801. The name of the initial registered agent of this Corporation at such address is Michael Marder.

ARTICLE VI.

NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting initially of three (3) directors, one of whom shall be an Independent Director (as hereinafter defined). The number of directors may be increased or decreased from time to time only upon the approval of the holders of a majority of the Corporation's common stock, provided that, at all times, at least twenty-

five percent (25%) of the total number of Directors shall be Independent Directors (as hereinafter defined). For purposes of these Articles of Incorporation, an Independent Director shall be a person who is a Director of the Corporation and who is not a director, officer, employee or beneficial owner of the outstanding shares of the common stock of any person or entity controlling, controlled by or under common control with the Corporation other than the Grantor or any other direct or indirect finance affiliate of Central Florida Investments, Inc. For purposes of this provision, a person or entity shall be deemed to control another entity if such person or entity possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of such other entity, whether through the ownership of voting securities, by contract, or otherwise.

ARTICLE VII.

LIMITATIONS ON POWERS

Without the affirmative vote of a majority of the directors (including a majority of the Independent Directors), the Corporation shall not:

- (i) amend these Articles of Incorporation to alter in any manner or delete Article II, Article VI or this Article VII;
- (ii) merge into or consolidate with, or sell its assets substantially as an entirety to, any other person, firm, corporation, partnership or entity;
- (iii) declare or pay any distributions on any of its capital stock; or
- (iv) amend, modify, cancel or revoke any provision of the Interaffiliate Agreement, whether on behalf of the Corporation in its own right or as general partner of the Grantor.

In addition, without the affirmative vote of each member of the Board of Directors, the Corporation shall not:

- (i) institute proceedings to be adjudicated a bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition

seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action;

(ii) take any action of the type described in clause (i) above on behalf of or with respect to any partnership of which the Corporation is a general partner; or

(iii) authorize the dissolution or file a certificate of dissolution with respect to the Corporation or any partnership of which the Corporation is a general partner.

Furthermore, the Corporation shall not, on its own behalf or as general partner on behalf of the Grantor, incur any indebtedness or obligation, or assume or guaranty any indebtedness or obligation of any other entity, other than unsecured short term trade indebtedness in the ordinary course of business and the obligations to be incurred in connection with the transactions contemplated in that certain Pooling and Servicing Agreement among the Grantor, Central Florida Investments, Inc., Westgate Resorts, Ltd., Westgate Resorts, Inc., Westgate Lakes, Ltd., Westgate Vacation Villas, Ltd. and SunTrust Bank, Central Florida, National Association.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
David A. Siegel	5601 Windhover Drive Orlando, Florida 32819

Bettie I. Siegel

5601 Windhover Drive
Orlando, Florida 32819

William E. Miller III

Route 1
Box 1190
Berryville, Virginia 22611.

IN WITNESS WHEREOF, the undersigned incorporator
has signed these Articles of Incorporation this 12 day of
December, 1996.

By: 

Michael E. Marder
Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

CFI General Funding VI, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Michael Marder as its initial Registered Agent and has named 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801, as its initial Registered Office.

By: 
Michael E. Marder
Incorporator

Having been named as registered agent for the above-mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Michael E. Marder
Registered Agent

Date: 12/12/96