



THE UNITED STATES
CORPORATION
COMPANY

P96000103256

ACCOUNT NO. : 072100000032

REFERENCE : 115817 83411A

AUTHORIZATION

Patricia Project

COST LIMIT : \$ 35.00

ORDER DATE : January 28, 1999

ORDER TIME : 11:44 AM

ORDER NO. : 115817

CUSTOMER NO: 83411A

300002758783--8

CUSTOMER: Dan Haughton, Esq
Vistana Development, Ltd.
8801 Vistana Centre Drive
13500 State Road 535
Orlando, FL 32821

CHANGE OF AGENT

NAME: VISTANA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 29 PM 1:42

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

DIVISION OF CORPORATION

99 JAN 29 PM 12:11

RECEIVED

see 1/29

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: VISTANA, INC.
2. The mailing address of the corporation is: _____
3. Date of incorporation/qualification: DECEMBER 24, 1996 Document number: P96000103256
4. The name and address of the current registered agent and office:

CT CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

PLANTATION, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]

(Signature of an officer, chairman or vice chairman of the board)

1/21/99

(Date)

Susan Werth, Sr. Vice President

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

[Signature: Karen B. Rozar]

(Signature of Registered Agent)

1-29-99

(Date)

If signing on behalf of an entity: Karen B. Rozar, Asst. Sec.

Corporation Service Company

(Typed or Printed Name)

(Capacity)