THE UNITED STATES **CORPORATION**

ACCOUNT NO.

072100000032

REFERENCE

115817 83411A 1

AUTHORIZATION

COST LIMIT

ORDER DATE: January 28, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 115817

CUSTOMER NO: 83411A

600002758786--

CUSTOMER: Dan Haughton, Esq

Vistana Development, Ltd. 8801 Vistana Centre Drive

13500 State Road 535 Orlando, FL 32821

CHANGE OF AGENT

NAME: VACATIONWORKS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

DIVISION OF CORPORATION

11:SIM9 ES MAL EE

RECEIVED

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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

Pursuant to the provisions of section undersigned corporation organized		
submits the following statement in o State of Florida.	-	
1. The name of the corporation is:	VACATIONWORKS, INC.	
2. The mailing address of the corpor	ration is: P.O. BOX 22197, LAKE	BUENA VISTA, FL 32830
3. Date of incorporation/qualification	on: OCTOBER 27, 1997 Docum	nent number: P97000092037
4. The name and address of the curr	ent registered agent and office:	-
CT CORPORATIO	N SYSTEM	
1200 SOUTH PI	NE ISLAND ROAD	
PLANTATION, F		Pour Not Accounts No.
5. The name and address of the new Corporation Service C	registered agent and office: (P. O. I	BOX NOT Acceptable 197
1201 Hays Street	Company	ORIDA
Tallahassee, FL 3230		
The street address of its registered agent, as changed, will be identicated	d office and the street address of that.	ne business office of its registered
Such change was authorized by reauthorized by the board.	esolution duly adopted by its board	d of directors or by an officer so
There		1/21/99
(Signature of an officer, chairman of	or vice chairman of the board)	(Date)
Susan Werth, Sr. Vice President		
Having heen named as registered	d name and title) I agent and to accept service of prappointment as registered agent a provisions of all statutes relative	(Date) ocess for the above stated nd agree to act in this capacity. to the proper and complete
performance of my duties, and I dregistered agent.	in familiar with and accept the ob	oligation of my position as
Corporation Service Company	UNB Ka	1-29-99
(Signature of Registered	·	(Date)
If signing on behalf of an entity:	Karen B. Rozar, Asst. Sec. Corporation Service Company	· -
(Typed or Printed Name	(a)	(Capacity)

CR2E045(3/96)