P98000096423

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 115817 83411A

AUTHORIZATION :

COST LIMIT : $ 35.00

FILED
99 JAN 29 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 28, 1999

ORDER TIME : 1:28 PM

ORDER NO. : 115817

CUSTOMER NO: 83411A

400002759134--2

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

CHANGE OF AGENT

NAME: ~~VISTANA~~ Vacation TITLE SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX______ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

RECEIVED
99 JAN 29 PM 2:27
DIVISION OF CORPORATION

R.A. Change
2-1-99
CC

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 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: Vacation Title Services, Inc.

2. The mailing address of the corporation is: P.O. BOX 22197, LAKE BUENA VISTA, FL 32830

3. Date of incorporation/qualification: NOVEMBER 16, 1998 Document number: P98000096423

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

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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.

Swerth 1/21/99
(Signature of an officer, chairman or vice chairman of the board) (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 Karen B. Rozar 1-29-99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:
Karen B. Rozar, Asst. Sec.
Corporation Service Company
(Typed or Printed Name) (Capacity)

CR2E045(3/96)