

THIS INSTRUMENT PREPARED BY
AND RETURN TO:

Leonard Lubart, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road
Trade Centre South, Suite 700
Fort Lauderdale, Florida 33309

00687940 BK1597 PG00338-00339

ALAN SPRIGGS, SUMMIT CO RECORDER
2004 FEB 03 11:13 AM FEE \$12.00 BY GGB
REQUEST: FIRST AMERICAN TITLE CO UTAH

**SECOND AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR WESTGATE PARK CITY RESORT & SPA, A TIMESHARE RESORT**

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WESTGATE PARK CITY RESORT & SPA, A TIMESHARE RESORT (the "Amendment"), is made this 26 day of January, 2004, by Westgate Resorts, Ltd., a Florida limited partnership (the "Developer").

WITNESSETH:

WHEREAS, the Developer is developing Westgate Park City Resort & Spa, a timeshare resort (the "Resort Facility"), which is located and situated in Summit County, Utah, according to the Declaration thereof, recorded in Official Records Book 1442, at Pages 1-34, of the Public Records of Summit County, Utah, and all Amendments and Exhibits thereto (collectively the "Declaration"); and,

WHEREAS, pursuant to Article XV of the Declaration, the Developer reserved the right at any time, so long as it has a right to appoint all officers and directors of the Board to amend the Declaration as the Developer may deem appropriate in its sole discretion to carry out the purposes of the project; provided that such amendment shall not prejudice or impair to any material extent the rights of any Owner; and,

WHEREAS, the Developer has determined that it is appropriate to amend the Declaration as set forth below.

NOW, THEREFORE, the Declaration is amended as follows:

1. The above recitals are true and correct and form a material part of this Amendment.
2. Article 2.3.9 Split Weeks, is amended to include the following:

(a) An Owner may divide the Owner's Unit Week into any combination of lengths of stay, so long as the sum of the combinations equals seven and the minimum stay is two (2) days ~~three (3) nights~~. Holidays and other special events may have longer minimum stay requirements or prohibit Split Weeks, as designated by the Association.

Underlined text indicates additions;
~~Struck through~~ text indicates deletions.

BK1597 PG00338

(i) Split Weeks ~~may only~~ shall be reserved ~~more~~ no less than one hundred twenty (120) days and not more than three hundred sixty (360) days in advance of arrival date.

3. Capitalized words and phrases shall have the meaning set forth in the Declaration, unless otherwise defined herein. In the event of any conflict between the terms and provisions of the Declaration and this Amendment, the terms and provisions of this Amendment shall control.

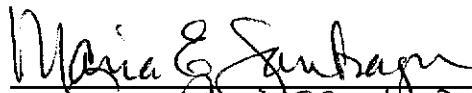
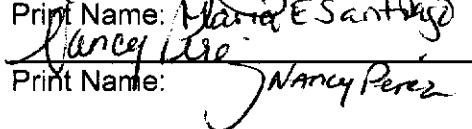
4. All other terms and provisions of the Declaration, including all previous amendments, if any, which are not specifically amended or altered hereby, are hereby ratified and approved, and shall continue in full force and effect.

IN WITNESS WHEREOF, the Developer has executed this Amendment to the Declaration on the date set forth above.

Signed Sealed and Delivered
in the Presence of:

WESTGATE RESORTS, LTD., a Florida limited partnership

BY: WESTGATE RESORTS, INC., a Florida corporation and General Partner


Print Name: Maria E. Santiago

Print Name: Nancy Perez


BY: DAVID A. SIEGEL, President

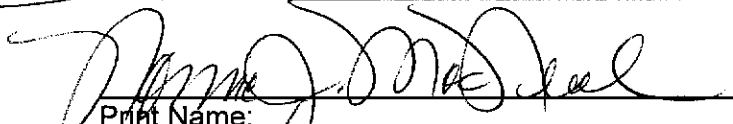
(Corporate Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20th day of January, 2004, by DAVID A. SIEGEL, as President of WESTGATE RESORTS, INC., a Florida corporation, as General Partner of WESTGATE RESORTS, LTD., a Florida limited partnership, on behalf of the partnership. He is personally known to me or has produced _____ as a type of identification.



Norma J. MacNeal
MY COMMISSION # DD020916 EXPIRES
May 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


Print Name: _____
Notary Public, State of Florida:
My commission expires: _____
Serial Number, if any: _____

G:\JSC\Out of State Timeshares\6369 Westgate Canyons\Declaration\Second Amendment to Declaration1.doc

Underlined text indicates additions;
~~Struck-through~~ text indicates deletions.