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DEC 30 1982

SECRETARY OF STATE
STATE OF WASHINGTON

FIRST AMENDMENT TO CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP OF
PRIME TIMESHARE INVESTORS (SUN VALLEY)

THIS FIRST AMENDMENT to the Certificate and Agreement of Limited Partnership of Prime Timeshare Investors (Sun Valley) is made and entered into as of this 29th day of December, 1982, pursuant to Articles IX, XII and XVII of that agreement entered into as of September 3, 1982, by and among Jacque L. Mayo, as the general partner, and the individuals and entities whose names and addresses were set forth in Exhibit A thereto.

WHEREAS certain changes have occurred in the ownership of interest in the limited partnership ("Units") and one additional unit has been sold since the date of the original agreement, the Certificate and Amendment of Limited Partnership of Prime Timeshare Investors (Sun Valley) is hereby amended by deleting exhibit A thereof and substituting in its place exhibit A as attached hereto.

GENERAL PARTNER


Jacque L. Mayo

LIMITED PARTNERS

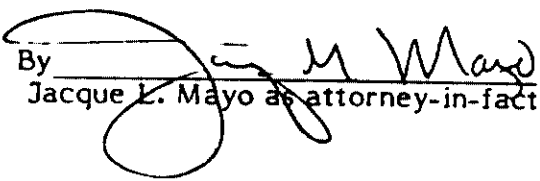
By 
Jacque L. Mayo as attorney-in-fact

Exhibit A

<u>Name</u>	<u>Unit</u>
William G. Prime R.F.D. 2, Box 258 Bedford, NY 10506	3 Units
Alison Margaret Shaw Flat 6 6 Collingham Gardens London SW5 OHW England	4 Units
Prime Timeshare Capital, Inc. R.F.D. 2, Box 258 Bedford, NY 10506	2 Units
Evalyn Douglas Ceballos Blythwood Warrenton, VA	2 Units
William D. Doeller Box 886 Warrenton, VA 22186	1 Unit
Fitzgerald S. Hudson Box 31817 Charlotte, NC 28231	2 Units
Powell M. Cabot 16 Knollwood Drive Greenwich, CT 06830	1 Unit

I, The Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of Amended Certificate of Limited Partnership
as filed in this office.



Ralph Munro

Ralph Munro, Secretary State

By: Barbara Oliphant
Dated: February 23, 1983