

State of Idaho

Office of the Secretary of State

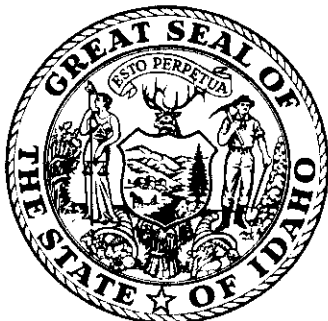
**CERTIFICATE OF WITHDRAWAL
OF
SUNTERRA PACIFIC, INC.**

File Number C 76191

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: July 30, 2004



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

2004 JUL 30 P 1:39

STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is:

Sunterra Pacific, Inc.

The name which it used in Idaho is:

Sunterra Pacific, Inc.

2. It is incorporated under the laws of Washington
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is:
c/o Office of General Counsel, 3865 W. Cheyenne Ave., North Las Vegas, NV 89032
7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

Signature

Frederick C. Bauman

Typed Name Frederick C. Bauman

Capacity Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corp\forms\corp\forms\1
certofwithdrawal_corp.p65
Revised 07/2002

IDAHO SECRETARY OF STATE
07/30/2004 05:00

CK: 6785 CT: 19533 BH: 758374

1 @ 20.00 = 20.00 FOR WITHDR # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 76191