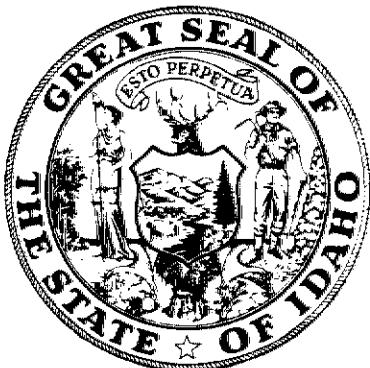


**Department of State.****CERTIFICATE OF WITHDRAWAL
OF****HOLMAN/SHIDLER INVESTMENT CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HOLMAN/SHIDLER INVESTMENT CORPORATION for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are 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 original of the Application for such Certificate.

Dated April 6, 19 92.

**SECRETARY OF STATE**
Corporation Clerk

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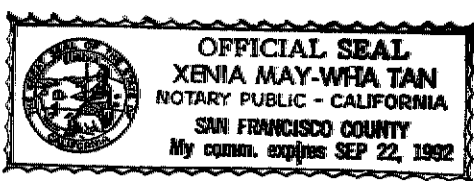
APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

SECRETARY OF STATE
MAR 7 9 26 AM '92

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, 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 Holman/Shidler Investment Corporation
The name which it used in Idaho is Holman/Shidler Investment Corporation
2. It is incorporated under the laws of Hawaii
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 that may be mailed is Four Embarcadero Center #3150, San Francisco, CA 94111
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.



By Mei-Ling
Its Senior Vice President
And James R. Reinhardt
Its CFO-Asst. Secretary

STATE OF California)
COUNTY OF San Francisco) ss:

I, Xenia May-Wha Tan, a notary public, do hereby certify that on this 24th day of March, 19 92, personally appeared before me Mark S. Whiting, who being by me first duly sworn, declared that he is the Senior Vice President of Holman/Shidler Investment Corporation

that he signed the foregoing document as Senior Vice President of the corporation and that the statements therein contained are true.

Xenia May-Wha Tan
Notary Public