

State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL OF

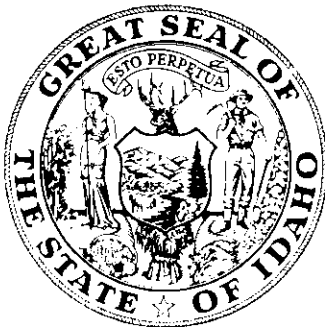
IMPERIAL HOTELS CORP.

File Number C 33504

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of IMPERIAL HOTELS CORP. for a Certificate of Withdrawal from this State, duly executed 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: January 31, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)



To the Secretary of 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 Imperial Hotels Corp.

The name which it used in Idaho is Imperial Hotels Corp.

2. It is incorporated under the laws of Delaware

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 _____

2361 Rosecrans Ave., Suite 375 El Segundo, CA 90245

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

A handwritten signature in black ink, appearing to read "Juan Sanchez-Llaca".

Juan Sanchez-Llaca, President

Its President, Vice President, Secretary, or Assistant Secretary
(please specify)

Secretary of State **IDAHO SECRETARY OF STATE**

DATE 01/31/1997 0900 60151

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