

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 03/19/2003
030184035 - 3547811

**State of Delaware
Certificate of Merger of a Foreign Limited Partnership
into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Sunterra Ridge Pointe Development, LLC, a Delaware limited liability company.

Second: The name of the Limited Partnership being merged into this surviving Limited Liability Company is Ridge Pointe Limited Partnership. The jurisdiction in which this Limited Partnership was formed is Nevada.

Third: The Agreement and Plan of Merger has been approved and executed by both entities.

Fourth: The name of the surviving Limited Liability Company is Sunterra Ridge Pointe Development, LLC.

Fifth: The executed Agreement and Plan of Merger is on file at 3865 West Cheyenne Avenue, Building #5, North Las Vegas, Nevada 89032, the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the Agreement and Plan of Merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

Seventh: The Agreement and Plan of Merger between the aforesaid constituent entities provides that the merger herein certified shall be effective at 11:59 p.m. on the date of filing this Certificate of Merger in the State of Delaware.

(Ridge Pointe Resort)
CHGO1:30208779.v2

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IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 19th day of March, 2003.

**SUNTERRA RIDGE POINTE
DEVELOPMENT, LLC**

**By: SUNTERRA DEVELOPER AND SALES
HOLDING COMPANY, a Delaware
corporation, its sole manager and member**

By: /s/ James F. Anderson

Name: James F. Anderson

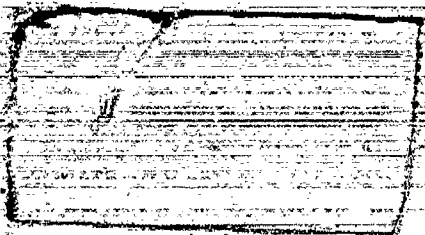
Title: Vice President

**-(Ridge Pointe Resort)
CHGO1:30208779.v2**

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Delaware

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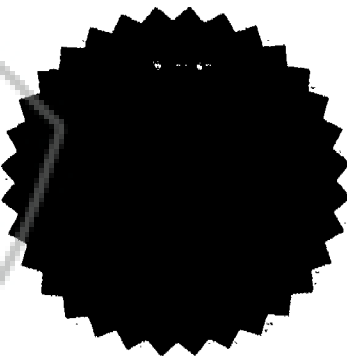
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RIDGE POINTE LIMITED PARTNERSHIP", A NEVADA LIMITED PARTNERSHIP,

WITH AND INTO "SUNTERRA RIDGE POINTE DEVELOPMENT, LLC" UNDER THE NAME OF "SUNTERRA RIDGE POINTE DEVELOPMENT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MARCH, A.D. 2003, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

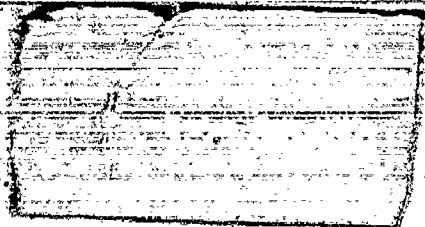
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AUTHENTICATION: 2322026

030189502

DATE: 03-20-03

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REQUESTED BY
Stewart Title of Douglas County
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2003 APR -8 AM 10:47

WERNER CHRISTEN
RECORDER

\$ 17.00 PAID BY DEPUTY

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