

FILE COPY



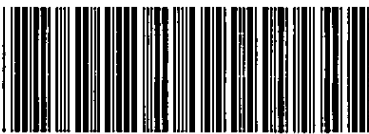
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4339551

The Registrar of Companies for England and Wales hereby certifies that
SUNTERRA CLUBS (EUROPE) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
DIAMOND RESORTS CLUBS (EUROPE) LIMITED

Given at Companies House, Cardiff, the 8th November 2007



C043395517



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

101096/10

Company Number 04339551

**THE COMPANIES ACTS 1985-1989
WRITTEN RESOLUTION
of
SUNTERRA CLUBS (EUROPE) LIMITED
COMPANY LIMITED BY SHARES**

Written resolution of all the shareholders of Sunterra Clubs (Europe) Limited pursuant to Section 381A Companies Act 1985 (as amended by the Companies Act 1989) passed as a Special Resolution of the Company,

We, being all the members of the time being entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE as follows,

THAT the name of the Company be changed to Diamond Resorts Clubs (Europe) Limited



Signed

Dated 5th November 2007

For and on behalf of
Sunterra Europe (Group Holdings) plc

