

02-28-2003



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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 19241.3044US

1. Name of conveying party(ies):

2-25-03

RIDGEWOOD DEVELOPMENT, INC. and*

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: NEVADA
- Other

Additional names of conveying party(ies) attached?

YES NO

*LAKEWOOD DEVELOPMENT, INC.,
A Nevada Corporation

2. Name and address of receiving party(ies):

Name: SUNTERRA RESIDUAL ASSETS DEVELOPMENT, LLC.

Internal Address:

Street Address: 3865 West Cheyenne Avenue, Bldg.5

City: North Las Vegas

State: Nevada

Zip: 89032

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State:
- Other **Delaware Limited Liability Company**

If Assignee is not domiciled in the United States,
a domestic representative designation is attached:

YES NO

Additional name(s) and address(es) attached?

YES NO

3. Nature of conveyance:

Assignment	<input checked="" type="checkbox"/>	Merger	<input type="checkbox"/>	Other (Assignment of partnership interest)
Security Agreement	<input type="checkbox"/>	Change of Name	<input type="checkbox"/>	

Execution Date: December 18, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No(s): 1288151

Additional numbers attached? YES NO

5. Name and address of party to whom
correspondence concerning document should be
mailed:

Nancy K. Gardner, Esq.
NEEDLE & ROSENBERG, P.C.
The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and
registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

[X] Enclosed, authorized by a signed Credit Card Payment Form PTO-2038

[] Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may
be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629

(Attach duplicate copy of this form if paying by deposit account)

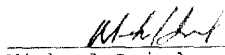
9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.


Nancy K. Gardner

February 20, 2003
Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 3

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: **BOX ASSIGNMENT**, Director of the United States Patent and Trademark Office, Washington, D.C. 20231, on this 20th day of February, 2003.


Michael Laird

2/20/03
Date

Delaware

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The First State

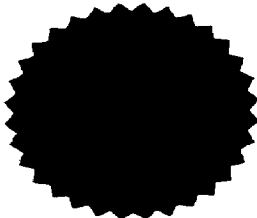
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LAKEWOOD DEVELOPMENT, INC.", A NEVADA CORPORATION,

"RIDGEWOOD DEVELOPMENT, INC.", A NEVADA CORPORATION,

WITH AND INTO "SUNTERRA RESIDUAL ASSETS DEVELOPMENT, LLC"

UNDER THE NAME OF "SUNTERRA RESIDUAL ASSETS 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 EIGHTEENTH DAY OF DECEMBER, A.D. 2002, AT 1:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2156411

DATE: 12-18-02

RECORDED: 02/25/2003

TRADEMARK
REEL: 002680 FRAME: 0461