

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 28 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 820699 (7)**  
 1. Corporation Name  
**HILTON HOTELS CORPORATION**

Principal Place of Business <b>9336 CIVIC CENTER DRIVE          P.O. BOX 5567          BEVERLY HILLS CA 90209-5567</b>	Mailing Address <b>9336 CIVIC CENTER DRIVE          P.O. BOX 5567          BEVERLY HILLS CA 90209-5567</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>09/01/1967</b>	3a. Date of Last Report <b>04/23/1996</b>
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>36-2058176</b>	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
<b>UNITED STATES CORPORATION COMPANY          1201 HAYS STREET          SUITE 105          TALLAHASSEE FL 32301</b>				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_  
 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BARRON, HILTON</b>	1.2 NAME	
STREET ADDRESS	<b>9336 CIVIC CENTER DR</b>	1.3 STREET ADDRESS	
CITY - ST - ZIP	<b>BEVERLY HILLS CA</b>	1.4 CITY - ST - ZIP	
TITLE	SVP <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<b>EVP</b> <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>LEBO, JR., WILLIAM C.</b>	2.2 NAME	<b>MATT HART</b>
STREET ADDRESS	<b>9336 CIVIC CENTER DR.</b>	2.3 STREET ADDRESS	<b>9336 CIVIC CENTER DR.</b>
CITY - ST - ZIP	<b>BEVERLY HILLS CA</b>	2.4 CITY - ST - ZIP	<b>BEVERLY HILLS, CA 90210.</b>
TITLE	SVP <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<b>SVP</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>KRITHIS, STEVE</b>	3.2 NAME	<b>LA FORGIA, BOB</b>
STREET ADDRESS	<b>9336 CIVIC CENTER DR.</b>	3.3 STREET ADDRESS	<b>9336 CIVIC CENTER DR.</b>
CITY - ST - ZIP	<b>BEVERLY HILLS CA</b>	3.4 CITY - ST - ZIP	<b>BEVERLY HILLS, CA 90210</b>
TITLE	EVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HUCKESTEIN, DIETER H.</b>	4.2 NAME	
STREET ADDRESS	<b>9336 CIVIC CENTER DR.</b>	4.3 STREET ADDRESS	
CITY - ST - ZIP	<b>BEVERLY HILLS CA</b>	4.4 CITY - ST - ZIP	
TITLE	VPT <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<b>VPT</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MCLEAN, WARNER H.</b>	5.2 NAME	<b>ISLEY, CONNIE M.</b>
STREET ADDRESS	<b>9336 CIVIC CENTER DR.</b>	5.3 STREET ADDRESS	<b>9336 CIVIC CENTER DR.</b>
CITY - ST - ZIP	<b>BEVERLY HILLS CA</b>	5.4 CITY - ST - ZIP	<b>BEVERLY HILLS, CA 90210.</b>
TITLE	P <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BOLENBACH, STEPHEN</b>	6.2 NAME	
STREET ADDRESS	<b>9336 CIVIC CENTER DR</b>	6.3 STREET ADDRESS	
CITY - ST - ZIP	<b>BEVERLY HILLS CA</b>	6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate, and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: \_\_\_\_\_

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

4/10/97 (310) 205-3631