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FOREIGN PROFIT/NONPROFIT CORPORATION

Hilton Hotels Holdings Corporation

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*1-30-05*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Hilton Hotels Holdings Corporation  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DE 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07/02/2007 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9336 Civic Center Dr. Beverly Hills, CA 90210  
(Principal office address)

9336 Civic Center Dr. Beverly Hills, CA 90210  
(Current mailing address)

8. To own an entity that is engaged in hotel management in the State of Florida  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee FL, Florida 32301  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jonathan D. Gray

Address: c/o The Blackstone Group  
345 Park Ave, New York, NY 10154

Vice Chairman: Michael S. Chae

Address: c/o The Blackstone Group  
345 Park Ave, New York, NY 10154

Director: Kenneth A. Caplan

Address: c/o The Blackstone Group  
345 Park Ave, New York, NY 10154

Director: William Stein

Address: c/o The Blackstone Group  
345 Park Ave, New York, NY 10154

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B. OFFICERS

President: Michael S. Chae

Address: c/o The Blackstone Group  
345 Park Ave, New York, NY 10154

Vice President:

Address:

Secretary: Kenneth A. Caplan

Address: c/o The Blackstone Group, 345 Park Ave, New York, NY 10154

Treasurer: William Stein

Address: c/o The Blackstone Group, 345 Park Ave, New York, NY 10154

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Jonathan D. Gray, Chairman  
(Typed or printed name and capacity of person signing application)

# Delaware

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*The First State*

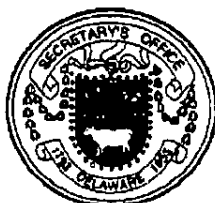
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HILTON HOTELS HOLDINGS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HILTON HOTELS HOLDINGS CORPORATION" WAS INCORPORATED ON THE SECOND DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6345780

DATE: 01-29-08