

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

**FILED**  
**May 14 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P35443 (1)**

1. Corporation Name  
**HILTON INTERNATIONAL CO.**



Principal Place of Business <b>ONE WALL ST. COURT                  7TH FLOOR                  NEW YORK NY 10005                  US</b>	Mailing Address <b>ONE WALL ST. COURT                  7TH FLOOR                  NEW YORK NY 10005                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30
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3. Date Incorporated or Qualified <b>09/10/1991</b>	4. FEI Number <b>13-1582113</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**UNITED CORPORATE SERVICES, INC.  
 801 NORTHEAST 167TH STREET  
 SUITE 300  
 NORTH MIAMI BEACH FL 33182**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	<b>CEO</b> <input type="checkbox"/> DELETE
NAME	<b>JARVIS, DAVID</b>
STREET ADDRESS	<b>MAPLE CT. CENTRAL PARK, REEDS CRESCENT</b>
CITY-ST-ZIP	<b>WATFORD HE</b>
TITLE	<b>SVP</b> <input type="checkbox"/> DELETE
NAME	<b>WALLACE, BRIAN</b>
STREET ADDRESS	<b>MAPLE CT. CENTRAL PARK, REEDS CRESCENT</b>
CITY-ST-ZIP	<b>WATFORD HE</b>
TITLE	<b>P</b> <input type="checkbox"/> DELETE
NAME	<b>HANDL, R.E.</b>
STREET ADDRESS	<b>TOKYO HILTON, 6-2 NISHI-SHINJUKU 6 CHOME</b>
CITY-ST-ZIP	<b>SHINJUKU-KU TO</b>
TITLE	<b>AT</b> <input type="checkbox"/> DELETE
NAME	<b>LIERMAN, PAUL</b>
STREET ADDRESS	<b>901 PONCE DE LEON BLVD, STE-700</b>
CITY-ST-ZIP	<b>CORAL GABLES FL</b>
TITLE	<b>V</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>WILSON, J.</b>
STREET ADDRESS	<b>MAPLE CT. CENTRAL PARK, REEDS CRESCENT</b>
CITY-ST-ZIP	<b>WATFORD HE</b>
TITLE	<b>SVP</b> <input type="checkbox"/> DELETE
NAME	<b>NAHAS, AHMED E</b>
STREET ADDRESS	<b>1115 CORNICHE EL NIL</b>
CITY-ST-ZIP	<b>CAIRO EG</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	<b>STE 700</b>
4.4 CITY-ST-ZIP	
5.1 TITLE	<b>President - The Americas</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<b>Michel Recalt</b>
5.3 STREET ADDRESS	<b>901 Ponce de Leon Blvd., Suite 700</b>
5.4 CITY-ST-ZIP	<b>Coral Gables, FL 33134</b>
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I 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: \_\_\_\_\_ **Paul Lierman** 4/13/98 305-444-6811

CR2E034 (10/97)