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

PROFIT CORPORATION ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # F93000004687 (0)

HILTON RESORTS CORPORATION				
Principal Place of Business		Mailing Address		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
C/O HILTON HOTELS CORPORATION 8398 CIVIC CENTER DRIVE BEVERLY HILLS CA 80210		C/O HILTON HOTELS CORPORATION 8036 CIVIC CENTER DRIVE BEVERLY HILLS CA 80210		
				3. Date Inco 10/18/
2. Principal Place of Business		2a. Mailing Address		4. FEI Numb
21		26		95-43
Suite, Apt #, etc.		Suite, Apt. #, etc.		5. Certificate
City & State		City & State		6. Election C
				Trust Fun
Zip	Country	Zip	Country	8. This corpo
24	25	29	30	Personal
9. Name and Address of Current Registered Agent				10. Name an

FILED May 13 1998 8:00am Secretary of State



DO NOT WRITE IN THIS SPACE rporated or Qualified 1993 Applied For 49751 Not Applicable \$8.75 Additional of Status Desired Fee Required ampaign Financing \$5.00 May Be d Contribution Added to Fees pration owes or has paid the current year Intangible Property Tax due June 30. Yes Yes d Address of New Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. Name 1201 HAYS STREET Street Address (P.O. Box Number is Not Acceptable) **SUITE 105** TALLAHASSEE FL 32301 83 City Zip Code 85 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 (NOT). Registered Agent signature required when reinstating) OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. 13. TITLE DELETE 1.1 TITLE Change Addition HILTON, BARRON NAME 1.2 NAME 9336 CIVIC CENTER DRIVE STREET ADDRESS 1.3 STREET ADDRESS **BEVERLY HILLS CA 90210** CITY-ST-ZIP 1.4 CITY - ST - ZIP TITLE DELETE 2.1 TITLE Change Addition HULKESTEIN, DIETER H. NAME 2.2 NAME 9336 CIVIC CENTER DRIVE STREET ADORESS 2.3 STREET ADDRESS **BEVERLY HILLS CA** CITY-ST-ZIP 2. 4 CITY-ST-ZIP DELETE Change Addition 3.1 TATLE TITLE LAFORGIA, ROBERT M NAME 3.2 NAME 9336 CMC CENTER DR STREET ADDRESS 3.3 STREET ADDRESS BEVERLY HILLS CA CITY-ST-ZIP 3.4. CITY-ST-ZIP TITLE DELETE 41 TITLE Change Addition BARBER, ROBLEY T. NAME 4. 2 NAME 9336 CIVIC CENTER DRIVE STREET ADDRESS 4.3 STREET ADDRESS BEVERLY HILLS CA CITY-ST-7IP 4.4 CITY - ST- ZIP DELETE Addition 5.1 TITLE __ Change TITLE LAPORTA, SCOTT A 52 NAME 9336 CIVIC CENTER DRIVE STREET ADDRESS 5.3 STREET ADDRESS **BEVERLY HILLS CA** CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE Change Addition TITLE 6.1 TITLE MARSH, CHERYL L NAME 6.2 NAME 9336 CIVIC CENTER DRIVE STREET ADDRESS 63 STREET ADDRESS **BEVERLY HILLS CA 90210** 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 chapter, or on an attachment with an address. Robert Latorgia

SIGNATURE:

310-502-3631