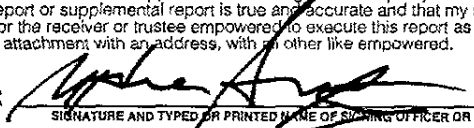


**2004 FOR PROFIT CORPORATION
ANNUAL REPORT**

FILED
Apr 29, 2004 08:00 AM
Secretary of State

DOCUMENT # F93000004687		
1. Entity Name HILTON RESORTS CORPORATION		
Principal Place of Business C/O HILTON HOTELS CORPORATION 9336 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210		Mailing Address C/O HILTON HOTELS CORPORATION 9336 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210
DO NOT WRITE IN THIS SPACE		
		 04022004 No Chg-P CR2E034 (10/03)
		4. FEI Number 95-4349751 Applied For Not Applicable
		5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required
6. Name and Address of Current Registered Agent		
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE, FL 32301		DO NOT WRITE IN THIS SPACE
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.		
SIGNATURE _____ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-stating) DATE		
FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. ☐ \$5.00 May Be Added to Fees 04/30/04-80005-005 150.00
10. OFFICERS AND DIRECTORS		
TITLE	PCED	
NAME	DAGOT, ANTOINE	
STREET ADDRESS	6335 METRO WEST BLVD., STE. 180	
CITY-ST-ZIP	ORLANDO, FL 32835	
TITLE	VPAS	
NAME	SMITH III, M HUE	
STREET ADDRESS	9336 CIVIC CENTER DR	
CITY-ST-ZIP	BEVERLY HILLS, CA 90210	
TITLE	EVPD	
NAME	HART, MATTHEW J	
STREET ADDRESS	9336 CIVIC CENTER DR.	
CITY-ST-ZIP	BEVERLY HILLS, CA 90210	
TITLE	CFO	
NAME	HART, MATTHEW J	
STREET ADDRESS	9336 CIVIC CENTER DR.	
CITY-ST-ZIP	BEVERLY HILLS, CA 90210	
TITLE	SVPD	
NAME	PONTIUS, DAVID L	
STREET ADDRESS	6355 METRO WEST BLVD., STE. 180	
CITY-ST-ZIP	ORLANDO, FL 32835	
TITLE	VLSD	
NAME	SLOAN, REBECCA L	
STREET ADDRESS	6355 METRO WEST BLVD., STE. 180	
CITY-ST-ZIP	ORLANDO, FL 32835	
12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with or other like empowered.		
SIGNATURE: 		M. HUE SMITH III 4-27-04 310-278-4321
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date Daytime Phone #