

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

**FILED**  
**May 06 1998 8:00am**  
**Secretary of State**

|  |   |   |
|--|---|---|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

**DOCUMENT # 820699 (7)**

1. Corporation Name  
**HILTON HOTELS CORPORATION**

|   |   |
|---|---|
| Principal Place of Business<br><b>9336 CIVIC CENTER DRIVE<br/>                 P.O. BOX 5567<br/>                 BEVERLY HILLS CA 90209-5567</b> | Mailing Address<br><b>9336 CIVIC CENTER DRIVE<br/>                 P.O. BOX 5567<br/>                 BEVERLY HILLS CA 90209-5567</b> |
|---|---|



DO NOT WRITE IN THIS SPACE

|   |                 |                       |                 |   |  |
|---|-----------------|-----------------------|-----------------|---|--|
| 2. Principal Place of Business                  |                 | 2a. Mailing Address   |                 | 3. Date Incorporated or Qualified<br><b>09/01/1967</b>    |  |
| 21 Suite, Apt #, etc.                           | 22 City & State | 26 Suite, Apt #, etc. | 27 City & State | 4. FEI Number<br><b>36-2058176</b>                        | Applied For<br><input type="checkbox"/> Not Applicable |
| 23 Zip  | 25 Country      | 29 Zip                | 30 Country      | 5. Certificate of Status Desired <input type="checkbox"/> | <b>\$8.75</b> Additional Fee Required                  |
| 9. Name and Address of Current Registered Agent |                 |                       |                 | 10. Name and Address of New Registered Agent              |  |

**9. Name and Address of Current Registered Agent**

**UNITED STATES CORPORATION COMPANY  
 1201 HAYS STREET  
 SUITE 105  
 TALLAHASSEE FL 32301**

**10. Name and Address of New Registered Agent**

81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 83  
 84 City **FL** 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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

**12. OFFICERS AND DIRECTORS**

|                |                              |                                 |
|----------------|------------------------------|---------------------------------|
| TITLE          | <b>C</b>                     | <input type="checkbox"/> DELETE |
| NAME           | <b>BARRON, HILTON</b>        |                                 |
| STREET ADDRESS | <b>9336 CIVIC CENTER DR</b>  |                                 |
| CITY-ST-ZIP    | <b>BEVERLY HILLS CA</b>      |                                 |
| TITLE          | <b>EVP</b>                   | <input type="checkbox"/> DELETE |
| NAME           | <b>HART, MATT</b>            |                                 |
| STREET ADDRESS | <b>9336 CIVIC CENTER DR.</b> |                                 |
| CITY-ST-ZIP    | <b>BEVERLY HILLS CA</b>      |                                 |
| TITLE          | <b>SVP</b>                   | <input type="checkbox"/> DELETE |
| NAME           | <b>LA FORGIA, BOB</b>        |                                 |
| STREET ADDRESS | <b>9336 CIVIC CENTER DR.</b> |                                 |
| CITY-ST-ZIP    | <b>BEVERLY HILLS CA</b>      |                                 |
| TITLE          | <b>EVP</b>                   | <input type="checkbox"/> DELETE |
| NAME           | <b>HUCKESTEIN, DIETER H.</b> |                                 |
| STREET ADDRESS | <b>9336 CIVIC CENTER DR.</b> |                                 |
| CITY-ST-ZIP    | <b>BEVERLY HILLS CA</b>      |                                 |
| TITLE          | <b>VPT</b>                   | <input type="checkbox"/> DELETE |
| NAME           | <b>ISLEY, CONNIE M</b>       |                                 |
| STREET ADDRESS | <b>9336 CIVIC CENTER DR.</b> |                                 |
| CITY-ST-ZIP    | <b>BEVERLY HILLS CA</b>      |                                 |
| TITLE          | <b>P</b>                     | <input type="checkbox"/> DELETE |
| NAME           | <b>BOLENBACH, STEPHEN</b>    |                                 |
| STREET ADDRESS | <b>9336 CIVIC CENTER DR</b>  |                                 |
| CITY-ST-ZIP    | <b>BEVERLY HILLS CA</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 type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME           |   |
| 4.3 STREET ADDRESS |   |
| 4.4 CITY-ST-ZIP    |   |
| 5.1 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME           |   |
| 5.3 STREET ADDRESS |   |
| 5.4 CITY-ST-ZIP    |   |
| 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: *Connie M Isley* 4/19/98 310 205-360

CP2E034 (10/97)