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FILED
Apr 15, 1999 8:00 am
Secretary of State

04-15-1999 90050 038 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 820699

1. Corporation Name
HILTON HOTELS CORPORATION

Principal Place of Business	Mailing Address
9336 CIVIC CENTER DRIVE P.O. BOX 5567 BEVERLY HILLS CA 90209-5567	9336 CIVIC CENTER DRIVE P.O. BOX 5567 BEVERLY HILLS CA 90209-5567



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/01/1967
4. FEI Number 36-2058176
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

21. Principal Place of Business	22. Suite, Apt. #, etc.	23. City & State	24. Zip	25. Country	26. Mailing Address	27. Suite, Apt. #, etc.	28. City & State	29. Zip	30. Country
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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. City	
84. City	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	C	<input type="checkbox"/> DELETE
NAME	BARRON, HILTON	
STREET ADDRESS	9336 CIVIC CENTER DR	
CITY-ST-ZIP	BEVERLY HILLS CA	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	HART, MATT	
STREET ADDRESS	9336 CIVIC CENTER DR.	
CITY-ST-ZIP	BEVERLY HILLS CA	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	LA FORGIA, BOB	
STREET ADDRESS	9336 CIVIC CENTER DR.	
CITY-ST-ZIP	BEVERLY HILLS CA	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	HUCKESTEIN, DIETER H.	
STREET ADDRESS	9336 CIVIC CENTER DR.	
CITY-ST-ZIP	BEVERLY HILLS CA	
TITLE	VPT	<input type="checkbox"/> DELETE
NAME	ISLEY, CONNIE M	
STREET ADDRESS	9336 CIVIC CENTER DR.	
CITY-ST-ZIP	BEVERLY HILLS CA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	BOLENBACH, STEPHEN	
STREET ADDRESS	9336 CIVIC CENTER DR	
CITY-ST-ZIP	BEVERLY HILLS CA	

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, with all other like empowered.

SIGNATURE: Connie Isley RECORDED 4/6/99 (310) 205-3631
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)