FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1997**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **826552** **(2)**

1. Corporation Name
HILTON INNS, INC.

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

3. Date Incorporated or Qualified: 07/28/1971
3a. Date of Last Report: 04/23/1996

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

4. FEI Number: 36-6114932 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ **$5.00** May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☒ Yes ☐ No FILES COMBINED W/ PARENT

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYES ST
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 _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DP	☐ DELETE	1.1 TITLE		☐ Change ☐ Addition
NAME	HUCKEJIEN, DIETER H.		1.2 NAME		
STREET ADDRESS	9336 CIVIC CENTER DRIVE		1.3 STREET ADDRESS		
CITY-ST-ZIP	BEVERLY HILLS, CA 0		1.4 CITY-ST-ZIP		
TITLE	VD	☐ DELETE	2.1 TITLE		☐ Change ☐ Addition
NAME	ABRAHAMSON, JAMES R.		2.2 NAME		
STREET ADDRESS	9336 CIVIC CENTER DRIVE		2.3 STREET ADDRESS		
CITY-ST-ZIP	BEVERLY HILLS, CA 0		2.4 CITY-ST-ZIP		
TITLE	T	☒ DELETE	3.1 TITLE	LAPORTA, SCOTT	☒ Change ☐ Addition
NAME	CHAMBERS, RICHARD		3.2 NAME	SVP-Treasurer	
STREET ADDRESS	9336 CIVIC CENTER DRIVE		3.3 STREET ADDRESS	9336 CIVIC CENTER DR	
CITY-ST-ZIP	BEVERLY HILLS, CA 0		3.4 CITY-ST-ZIP	BEVERLY HILLS, CA 90210	
TITLE	S	☐ DELETE	4.1 TITLE		☐ Change ☐ Addition
NAME	REES, WILLIAM B.		4.2 NAME		
STREET ADDRESS	9336 CIVIC CENTER DRIVE		4.3 STREET ADDRESS		
CITY-ST-ZIP	BEVERLY HILLS CA 90210		4.4 CITY-ST-ZIP		
TITLE	CD	☐ DELETE	5.1 TITLE		☐ Change ☐ Addition
NAME	HILTON, BARRON		5.2 NAME		
STREET ADDRESS	9336 CIVIC CENTER DRIVE		5.3 STREET ADDRESS		
CITY-ST-ZIP	BEVERLY HILLS, CA 0 90210		5.4 CITY-ST-ZIP		
TITLE	VPD	☒ DELETE	6.1 TITLE	EVP	☐ Change ☒ Addition
NAME	LEBO, WILLIAM C. JR.		6.2 NAME	HART, MATTHEW J	
STREET ADDRESS	9336 CIVIC CENTER DRIVE		6.3 STREET ADDRESS	9336 CIVIC CENTER DR.	
CITY-ST-ZIP	BEVERLY HILLS, CA 0		6.4 CITY-ST-ZIP	BEVERLY HILLS, CA 90210	

CR2E034 (9/96)

14. I do 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: _____ 4/23/97