

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



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

**APPROVED
AND
FILED**

DOCUMENT # F93000000135 (4)

1. Corporation Name
HILTON GRAND VACATIONS EXCHANGE COMPANY

95 APR -4 AM 10:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business Mailing Address
**6355 METROWEST BLVD.
SUITE 180
ORLANDO FL 32835**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **01/11/1993** 3a. Date of Last Report **08/14/1994**
4. FEI Number **59-3170718** 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

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
23 City & State 27 City & State
24 Zip 25 Country 29 Zip 30 Country

9. Name and Address of Current Registered Agent
**TENBROEK, ALLEN G
6355 METROWEST BLVD
STE 180
ORLANDO FL 32835**

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 reconstituting) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PCD
NAME	TEN BROEK, ALLEN G
STREET ADDRESS	6355 METROWEST BLVD / STE 180
CITY - ST - ZIP	ORLANDO FL
TITLE	V
NAME	GILDERSLEEVE, LARRY B
STREET ADDRESS	6355 METROWEST BLVD / STE 180
CITY - ST - ZIP	ORLANDO FL
TITLE	S
NAME	CARRICATO, DAN
STREET ADDRESS	6355 METROWEST BLVD / STE 180
CITY - ST - ZIP	ORLANDO FL
TITLE	T
NAME	MATTHEWS, THOMAS O
STREET ADDRESS	6355 METROWEST BLVD / STE 180
CITY - ST - ZIP	ORLANDO FL
TITLE	D
NAME	MCMULLEN, EDWIN H SR
STREET ADDRESS	6355 METROWEST BLVD / STE 180
CITY - ST - ZIP	ORLANDO FL
TITLE	VD
NAME	BARBER, ROBLEY T SR
STREET ADDRESS	6355 METROWEST BLVD / STE 180
CITY - ST - ZIP	ORLANDO FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director, Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Harrill, Donald L.
1.3 STREET ADDRESS	6355 MetroWest Blvd., Suite 180
1.4 CITY - ST - ZIP	Orlando, FL 32835 <input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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 addition.

SIGNATURE: Allen G. Ten Brook 3/21/95 (407) 521-3100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (Typed Name)