

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

FILED
May 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000000135 (4)
 1. Corporation Name
HILTON GRAND VACATIONS EXCHANGE COMPANY



Principal Place of Business 6355 METROWEST BLVD. SUITE 180 ORLANDO FL 32835	Mailing Address 6355 METROWEST BLVD. SUITE 180 ORLANDO FL 32835-6203
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3. Date Incorporated or Qualified 01/11/1993	3a. Date of Last Report 04/23/1996
4. FEI Number 50-8170718	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent
DONALD L. HARRILL
6355 METROWEST BLVD. STE 180
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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	DONALD L. HARRILL	
STREET ADDRESS	6355 METROWEST BLVD. STE 180	
CITY-ST-ZIP	ORLANDO FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	RUSSELL G. ABELL	
STREET ADDRESS	6355 METROWEST BLVD. STE. 180	
CITY-ST-ZIP	ORLANDO FL	
TITLE	VPD	<input checked="" type="checkbox"/> DELETE
NAME	ROBLEY T. BARBER	
STREET ADDRESS	6355 METROWEST BLVD. STE 180	
CITY-ST-ZIP	ORLANDO FL	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	MATTHEWS, THOMAS O	
STREET ADDRESS	6355 METROWEST BLVD / STE 180	
CITY-ST-ZIP	ORLANDO FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MCMULLEN, EDWIN H SR	
STREET ADDRESS	6355 METROWEST BLVD / STE 180	
CITY-ST-ZIP	ORLANDO FL	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
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	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Daniel L. Carricato	
1.3 STREET ADDRESS	6355 MetroWest Blvd., Suite 180	
1.4 CITY-ST-ZIP	Orlando, Florida	
2.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Wilmer Meeker	
2.3 STREET ADDRESS	6355 MetroWest Blvd., Ste. 180	
2.4 CITY-ST-ZIP	Orlando, FL 32835	
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Antoine Dagot	
3.3 STREET ADDRESS	6355 MetroWest Blvd., Ste. 180	
3.4 CITY-ST-ZIP	Orlando, FL 32835	
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 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: _____ DATE: **4/24/97** DAYTIME PHONE: **(407) 521-3100**

CR2E034 (9/96)