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May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

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**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/11/1993	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3170718	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD DONALD L. HARRILL 6355 METROWEST BLVD. STE 180 ORLANDO FL	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	2.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	RUSSELL G. ABELL	2.2 NAME	David Pontius
STREET ADDRESS	6355 METROWEST BLVD. STE.180	2.3 STREET ADDRESS	6355 MetroWest Blvd., Suite 180
CITY-ST-ZIP	ORLANDO FL	2.4 CITY-ST-ZIP	Orlando, Florida 32835
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	CARRICATO, DANIEL L.	3.2 NAME	
STREET ADDRESS	6355 METROWEST BLVD., SUITE 180	3.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL	3.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	MEEKER, WILMER	4.2 NAME	
STREET ADDRESS	6355 METROWEST BLVD., STE. 180	4.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	DAGOT, ANTOINE	5.2 NAME	
STREET ADDRESS	6355 METROWEST BLVD., STE 180	5.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: _____ 4/12/98

CR2E034 (10/97)