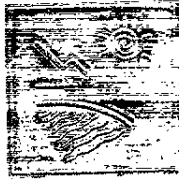


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March 27, 2000

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Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find two completed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. These have been completed to withdraw Grand Vacations Realty, Inc. and Hilton Grand Vacations Exchange Company from qualified status in the state of Florida. A fee of \$52.50 has been included for each to cover the costs for filing, a certified copy and a certificate of status.

Thank you for your time and help, and if you have any questions please feel free

RECEIVED
00 MAR 30 PM 2:43
to call
Sincerely,
DIVISION OF CORPORATIONS

Marc A. Neu
Paralegal

FILED
00 MAR 31 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witacian
3/21/00
SB

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Hilton Grand Vacations Exchange Company

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

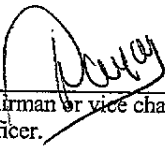
6355 MetroWest Blvd., Suite 180

(Mailing Address)

Orlando, FL 32835

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer.

Vice-President & Director

Title

Antoine Dagot

Typed or printed name

3/21/00

Date

FILED
00 MAR 31 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA