



F95000002655

FILED
2002 JUL 29 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 675837 4809148
AUTHORIZATION :
COST LIMIT : \$ 35.00

Patricia Pizant

ORDER DATE : July 23, 2002

ORDER TIME : 8:40 AM

ORDER NO. : 675837-005

CUSTOMER NO: 4809148

CUSTOMER: David Marote, Legal Asst
Hilton Hotels Corporation
9336 Civic Center Drive

Beverly Hills, CA 90210

RECEIVED
02 JUL 29 AM 10:25
DEPARTMENT OF STATE
DIVISION OF CONFIRMATION
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: PROMUS HOTELS FLORIDA, INC.

400006720694--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi

C. Coulliette JUL 29 2002

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : PROMUS HOTELS FLORIDA, INC.

2. The mailing address of the corporation : 9336 Civic Center Dr., Beverly Hills, CA 90210

3. Date of incorporation/qualification: 06/01/1995 Document number: F95000002655

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Rd.

Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed) (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

K. Allen Anderson

(Signature of an officer, chairman or vice chairman of the board)

7/19/02

(Date)

K. ALLEN ANDERSON, VICE PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Laura R. Dunlap

(Signature of Registered Agent)

7/29/02

(Date)

If signing on behalf of an entity:

**Laura R. Dunlap
as its agent**

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****