

*Hilton*  
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January 6, 2000

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VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed please find four (4) completed Application by Foreign Limited Liability Company For Authorization To Transact Business In Florida and four (4) Certificate Of Designation Of Registered Agent/Registered Office to be used to qualify the new Limited Liability Companies in Florida. These have been completed for Hilton Grand Vacations Company, LLC; Hilton Grand Vacations Club, LLC; Grand Vacations Realty, LLC; and Grand Vacations Title, LLC. A check in the amount of \$160.00 has been included for each of the four companies for the filing fees, designation of registered agent, certified copies and certificates of status.

Please return the certificates to my attention at the address below.

Sincerely,

*Marc A. Neu*  
Marc A. Neu  
Paralegal

Cc: Rebekah McCloskey

*M00-70*

Name Availability	<i>OR 1-12</i>
Document Examiner	<i>OR</i>
Updater	<i>OR</i>
Updater Verifier	<i>OR</i>
Acknowledgment	<i>OR</i>
W. P. Verifier	<i>OR</i>

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Grand Vacations Realty, LLC (Name of foreign limited liability company)

2. State of Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 95-4349751 (FEI number, if applicable)

4. December 27, 1999 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Date of filing of this application (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 6355 MetroWest Blvd., Suite 180, Orlando, FL 32835 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The usual business addresses of the managing members or managers are as follows:

See Attached

FILED 19 JAN -7 PM 5:00 SECRETARY OF STATE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Real estate brokerage company

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Antoine Dagot

Typed or printed name of signee

MEMBERS/MANAGERS OF LLC

HILTON RESORTS CORPORATION      --      Sole Member   Non-Active  
9336 Civic Center Drive  
Beverly Hills, CA 90210

MARGARET TERESA GALLUP      --      Manager      Active  
6355 MetroWest Blvd.  
Suite 180  
Orlando, FL 32835

LEN CLEMENTS      --      Manager      Active  
2939 West Gulf Drive  
Sanibel, Island, FL 33957

JANET SUE MASON      --      Manager      Non-Active  
3575 Las Vegas Boulevard South  
Las Vegas, NV 89109

ROMA STUDZIENSKI      --      Manager      Non-Active  
455 Karen Avenue  
Las Vegas, NV 89109

ANTOINE DAGOT      --      Manager      Non-Active  
6355 MetroWest Blvd.  
Suite 180  
Orlando, FL 32835

DAVID PONTIUS      --      Manager      Non-Active  
6355 Metro West Blvd.  
Suite 180  
Orlando, FL 32835

REBECCA SLOAN      --      Manager      Non-Active  
6355 MetroWest Blvd.  
Suite 180  
Orlando, FL 32835

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JUN - 7 PM 5: 00

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Grand Vacations Realty, LLC

2. The name and the Florida street address of the registered agent and office are:

Antoine Dagot

(Name)

6355 MetroWest Blvd., Suite 180, Orlando, FL 32835

Florida street address (P.O. Box **NOT** ACCEPTABLE)

FL

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
\_\_\_\_\_  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED  
00 JAN -7 PM 5:00  
REGISTRY OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAND VACATIONS REALTY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0162991

DATE: 12-27-99