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March 20, 2000

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

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-03/24/00--01117--004
*****60.00 *****60.00

To Whom It May Concern:

Enclosed please find three completed Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida. These have been completed to correct the list of Managers/Members for Hilton Grand Vacations Company, LLC, Hilton Grand Vacations Club, LLC and Grand Vacations Title, LLC. A fee of \$60.00 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 to call.

Sincerely,

Name Availability	
Document Examiner	DCC
Updater	Marc A. Neu Paralegal
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

FILED
MAR 21 PM 1:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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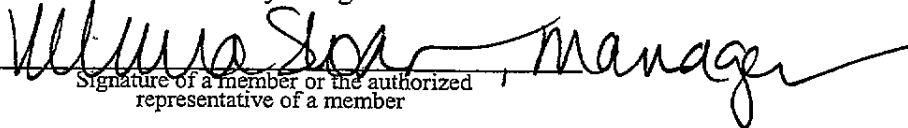
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Hilton Grand Vacations Company, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 1/7/00

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: _____
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: correct list of members/managers, see attached.
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Rebecca Sloan, Manager

Typed or printed name of signee

Filing Fee: \$25.00

FILED
00 MAR 24 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SOLE MEMBER AND MANAGERS OF
HILTON GRAND VACATIONS COMPANY, LLC**

HILTON RESORTS CORPORATION

Sole Member

9336 Civic Center Drive
Beverly Hills, CA 90210

ANTOINE DAGOT

Manager

9111 Bay Pointe Drive
Orlando, FL 32819

DAVID PONTIUS

Manager

12707 Water Point Blvd.
Windermere, FL 34786

REBECCA SLOAN

Manager

219 East Copeland Drive
Orlando, FL 32806

MATTHEW J. HART

Manager

363 N. Carmelina Avenue
Los Angeles, CA 90049

SECRETARY
TALLAHASSEE, FLORIDA

00 MAR 24 PM 1:00

FILED