FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP **ANNUAL REPORT**

1997



FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Parlnership

DOCUMENT # A31565

USAA INCOME PROPERTIES, LTD.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

96 NOV 15 PM 12: 19



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Mailing Address	Principal Office Address			3. Date Formed or Registered	58. Capital Contributions as Shown on record.
8000 ROBERT F. MCDERMOTT FREEWAY SUITE 600	8000 ROBERT F. MCDERMOTT FREEWAY SUITE 600			05/24/1991	\$28,310,545.00
SAN ANTONIO TX 78230-3884	SAN ANTONIO TX 78230-3884			3a. Date of Last Report 12/11/1995	
		-		5b. Amount of Capital Contributions in FLORIDA to date:	
2. Mailing Address	2a. Principal Office Address			4. State or Country of Formation -	\$12,070,003
Suite, Apt. #, etc.	Suite, Apt. #, etc.			6. FEI Number 74-2578907	Applied For
City & State	City & State			7. Certificate of Status Desired	Not Applicable
Zip Country	Zip Country				\$8.75 Additional Fee Required
		8. Make check payable to: Dopt. of State (See reverse side for fee inform			
9. Name and Address of Current Registered Agent		~~····································	10. If changed, new Registered Agent/Office		
CT CORPORATION SYSTEM		Namo			
1200 S. PINE ISLAND ROAD PLANTATION FL 33324		Street Address (P.O. Box Number is Not Acceptable)			
		Suite, Apt. #, etc. 2000120153323			
		City *****576.25 *******16.25			
10a. Pursuant to the provisions of sections 6/20 1051 and 6/20 192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). Thereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 6/20.192, Florida Statutes.					
SIGNATURE (Ragistered Agent Accepting Appointment) DATE					
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.					
11. Name(s) of General Partner(s)	11a. Address of Each General (Do NOT Use Post Office B	al Partner ox Numbers)	11b.	City, State & Zip Code	11c. Registration/ Document Number
usaa properties fund,inc	8000 ROBERT F. MCDERM		SAN ANTONIO TX		F9300000723
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do heroby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance will. Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under eath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes

SIGNATURE ---

Randal R. Seewald, Vice President (210) 498-0736

Typed or Printed Name of General Partner Signing Form.