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**Apr 14 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000002712 (6)
1. Corporation Name
AIMCO-GP, INC.



Principal Place of Business: 1873 S. BELLAIRE, SUITE 1700 DENVER CO 80222-4348
Mailing Address: 1873 S. BELLAIRE, SUITE 1700 DENVER CO 80222-4300

2. Principal Place of Business (21-24)
2a. Mailing Address (25-30)

3. Date Incorporated or Qualified: 06/06/1995
3a. Date of Last Report: 05/01/1996
4. FEI Number: 84-1299715
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
**PROPERTY ASSET MANAGEMENT SERVICES OF THE
4919 MEMORIAL HIGHWAY, SUITE 100
TAMPA FL 33634-7503**

10. Name and Address of New Registered Agent
81 Name: *Property Asset Management Services, Inc.*
82 Street Address (P.O. Box Number is Not Acceptable): ~~40 Michael Seltzer~~
83: *4919 Memorial Hwy, Suite 100*
84 City: *Tampa* FL 85 Zip Code: *33634*

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS	
TITLE	DCP <input type="checkbox"/> DELETE
NAME	CONSIDINE, TERRY
STREET ADDRESS	1873 S BELLAIRE ST, #1700
CITY-ST-ZIP	DENVER CO 80222
TITLE	DV <input type="checkbox"/> DELETE
NAME	KOMPANIEZ, PETER K
STREET ADDRESS	510 W 6TH ST, #1000
CITY-ST-ZIP	LOS ANGELES CA 90014
TITLE	SCFO <input type="checkbox"/> DELETE
NAME	MOREIN, LEEANN
STREET ADDRESS	1873 S BELLAIRE ST, #1700
CITY-ST-ZIP	DENVER CO
TITLE	V <input type="checkbox"/> DELETE
NAME	HEATH, PATRICIA
STREET ADDRESS	1873 S BELLAIRE ST, #1700
CITY-ST-ZIP	DENVER CO 80222
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<i>Assistant Secretary</i> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Patricia Heath* Patricia Heath 3-17-97 (303) 759-8600
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)