

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
*AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Jul 24 1998 8:00am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # H34297 1. Corporation Name NPI EQUITY INVESTMENTS II, INC.		(2)	
Principal Place of Business ONE INSIGNIA FINANCIAL PLAZA CORPORATE ACCOUNTING GREENVILLE SC 29601 US		Mailing Address P O BOX 1089 CORPORATE ACCOUNTING GREENVILLE SC 29602 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code	
11. Pursuant to the provisions of sections 607.0502 and 607.1506, 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 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 1.5 1.6 1.7 1.8 1.9 1.10 1.11 1.12 1.13 1.14 1.15 1.16 1.17 1.18 1.19 1.20 1.21 1.22 1.23 1.24 1.25 1.26 1.27 1.28 1.29 1.30 1.31 1.32 1.33 1.34 1.35 1.36 1.37 1.38 1.39 1.40 1.41 1.42 1.43 1.44 1.45 1.46 1.47 1.48 1.49 1.50 1.51 1.52 1.53 1.54 1.55 1.56 1.57 1.58 1.59 1.60 1.61 1.62 1.63 1.64 1.65 1.66 1.67 1.68 1.69 1.70 1.71 1.72 1.73 1.74 1.75 1.76 1.77 1.78 1.79 1.80 1.81 1.82 1.83 1.84 1.85 1.86 1.87 1.88 1.89 1.90 1.91 1.92 1.93 1.94 1.95 1.96 1.97 1.98 1.99 2.00 2.01 2.02 2.03 2.04 2.05 2.06 2.07 2.08 2.09 2.10 2.11 2.12 2.13 2.14 2.15 2.16 2.17 2.18 2.19 2.20 2.21 2.22 2.23 2.24 2.25 2.26 2.27 2.28 2.29 2.30 2.31 2.32 2.33 2.34 2.35 2.36 2.37 2.38 2.39 2.40 2.41 2.42 2.43 2.44 2.45 2.46 2.47 2.48 2.49 2.50 2.51 2.52 2.53 2.54 2.55 2.56 2.57 2.58 2.59 2.60 2.61 2.62 2.63 2.64 2.65 2.66 2.67 2.68 2.69 2.70 2.71 2.72 2.73 2.74 2.75 2.76 2.77 2.78 2.79 2.80 2.81 2.82 2.83 2.84 2.85 2.86 2.87 2.88 2.89 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Insignia Financial Group, Inc.

ONE INSIGNIA FINANCIAL PLAZA • P.O. Box 1089
GREENVILLE, SOUTH CAROLINA 29602
(864) 239-1000

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July 9, 1998

Ms. Sandra Mortham
Secretary of State
Annual Reports Filings
Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

Dear Ms. Mortham:

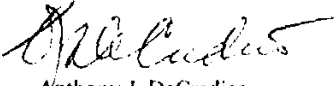
Last July 7, 1998, I received the 1998 Profit Corporation Annual Report packets for 32 entities controlled by Insignia Financial Group, Inc. Each form indicated that it was a second notice and as such imposed a \$400 penalty.

Please be informed that I did not receive the first notice for these entities. The parent company, Insignia Financial Group, Inc. has over two hundred entities that comprise its corporate structure. Each of these entities has multi-state filing requirements. Due to the complexities of our corporate structure, the receipt of the appropriate forms issued by the state governments mostly prompts compliance with these filing requirements. I had no intention of ignoring such requirements.

In view of this, I respectfully request abatement from the penalty. I assure you that efforts will be made to better monitor receipt of these forms. Please find attached a copy of the completed Annual Report for NPI Equity Investment II and a check for \$150.00 representing its annual fee.

Thank you for your kind attention.

Very truly yours,



Anthony J. DeCredico
Budget & Tax Director