

H34297



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 144779 5056396

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Puyet

ORDER DATE : February 23, 1999

ORDER TIME : 9:30 AM

ORDER NO. : 144779

CUSTOMER NO: 5056396

CUSTOMER: Ms. Cheryl Goldschmitt
Aimco
1225 Eye Street, Nw
Suite 200
Washington, DC 20005

FILED
99 FEB 24 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

100002785421--4

RECEIVED
99 FEB 24 AM 9:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME: NPI EQUITY INVESTMENTS II,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

See 2/24

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: NPI EQUITY INVESTMENTS II, INC.
2. The mailing address of the corporation is: 1873 South Bellaire Street, Denver, Colorado 80222-4300
3. Date of incorporation/qualification: December 27, 1984 Document number: H34297
4. The name and address of the current registered agent and office:

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

C. George E. Suddars 2/12/99
(Signature of an officer, chairman or vice chairman of the board) (Date)

Cheryl E. Goldschmitt - Assistant Secretary 2/12/99
(Printed or typed name and title) (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Maureen Cullen 2/23/99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Maureen Cullen Asst. Vice President
(Typed or Printed Name) (Capacity)