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ACCOUNT NO. : 072100000032

REFERENCE

812230

4312639

AUTHORIZATION

tatricia 14

COST LIMIT

\$ 160.00

ORDER DATE : August 25, 2000

ORDER TIME :

11:38 AM

ORDER NO. :

812230-200

CUSTOMER NO:

4312639

500003386655---

CUSTOMER: Ms. Mary Keogh

Skadden Arps Slate Meagher &

P.o. Box 636

Wilmington, DE 19899

FOREIGN FILINGS

NAME:

AIMCO/KIRKMAN, L.L.C.

14,5555, FLORID 17AKY 0F STATE 18-0 PM 1:50

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (RESTATED FORWARD)
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

DIVISION OF CORPORATION

-J\$00

APPROVED AND

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

(Name of foreign limited liability company) 2. Deleware (Durisdiction under the law of which foreign limited liability company) is organized) 4. \$\frac{8}{16}/00\$ (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or 'perpetual') 6. Upon Qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7. Colorado Center, Tower Two 2000 South Colorado Blvd., Suite 2-1000, Denver, CO 80222 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing members or managers are as follows: AIMCO Properties, L.P. Colorado Center, Tower Two 2000 South Colorado Blvd., Suite 2-1000 Denver, CO 80222 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under cath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: acquisition and Management of real property. Signature of a member or an authorized representative of a member. (In accordance with section 604.408(5), F.S., the execution of this document constitutes an affirmation under the pensities of perpoy that the facts stated herein as urea.) Figure of a member of an authorized representative of a member. (In accordance with section 604.408(5), F.S., the execution of this document constitutes an affirmation under the pensities of perpoy that the facts stated herein as urea.) Figure of a member of a member of an authorized person Typed or minted member of an architecture.)	1.	AIMCO/Kirkman, L.L.C.			 .	 / si
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.
1. The name of the Limited Liability Company is:
AIMCO/Kirkman, L.L.C.
2. The name and the Florida street address of the registered agent and office are:
Corporation Service Company
(Name)
Florida street address (P.O. Box NOT ACCEPTABLE)
Tallahassee FL 32301 City/State/Zip
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.
Corol (C) Yol- (Signature)
Carol K. Dolor, Asst. V.P.
\$ 100.00 Filing Fee for Application

Designation of Registered Agent

Certificate of Status (optional)

Certified Copy (optional)

\$ 25.00

\$ 30.00

5.00

State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIMCO/KIRKMAN, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID
"AIMCO/KIRKMAN, L.L.C." WAS FORMED ON THE SIXTEENTH DAY OF
AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

3275643 8300

001450572

AUTHENTICATION: 0660638

DATE: 09-07-00