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ACCOUNT NO. : 072100000032

REFERENCE : 812230 4312639

AUTHORIZATION : Patricia Pizuto

COST LIMIT : \$ 160.00

ORDER DATE : August 25, 2000

ORDER TIME : 12:35 PM

000003386930-6

ORDER NO. : 812230-230

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh
Skadden Arps Slate Meagher &
P.o. Box 636

Wilmington, DE 19899

FOREIGN FILINGS

NAME: AIMCO/PALM AIRE, L.L.C.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -8 PM 2:25

APPROVED
AND
FILED

DIVISION OF CORPORATION

00 SEP -8 PM 1:40

RECEIVED

Handwritten initials/signature

**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:*

1. AIMCO/Palm Aire, L.L.C.
(Name of foreign limited liability company)

2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 8/16/00 5. Perpetual
(Date of Organization) (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 oath 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 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Patricia K. Heath, authorized person
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -8 PM 2:25

APPROVED
AND
FILED

**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.

1. The name of the Limited Liability Company is:

AIMCO/Palm Aire, L.L.C.

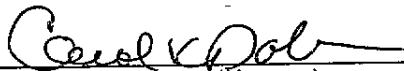
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
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.


(Signature)

Carol K. Dolor, Asst. V.P.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP - 8 PM 2: 25

FILED

APPROVED
AND

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIMCO/PALM AIRE, 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 TWENTY-EIGHTH DAY OF AUGUST, A.D. 2000.

00 SEP -8 PM 2:25

SECRETARY OF STATE
WILMINGHAM, DELAWARE

APPROVED
AND
FILED



Edward J. Freel

Edward J. Freel, Secretary of State

3275649 8300

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AUTHENTICATION: 0642327

DATE: 08-28-00