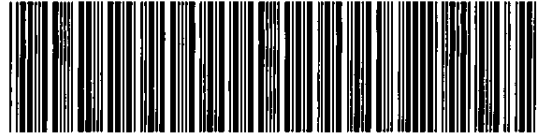


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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AIMCO OAKWOOD MIAMI, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed withdrawal and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lucinda M. Ehrhard
(Name of Person)

Apartment Investment and Management Company
(Firm/Company)

4582 S Ulster St Pkwy, Suite 1100
(Address)

Denver, CO 80237
(City/State and Zip Code)

For further information concerning this matter, please call:

Lucinda M. Ehrhard at (303) 691-4382
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA
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STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

AIMCO OAKWOOD MIAMI, LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

AIMCO Legal Dept., 4582 S Ulster St Pkwy, Suite 1100

(Mailing address)

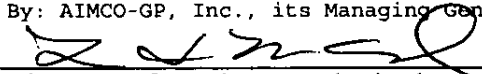
Denver, CO 80237

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.

AIMCO Properties, L.P., Member;

By: AIMCO-GP, Inc., its Managing General Partner


(Signature of member or authorized representative of a member)

Lucinda M. Ehrhard, Assistant Secretary

(Typed or printed name of signee)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Filing Fee: \$25.00