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904-222-9471

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : *Patricia Petty* 610536 86901L

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 6, 1995

ORDER TIME : 10:15 AM

700001506367

ORDER NO. : 610536

CUSTOMER NO: 86901L

CUSTOMER: Mr. William Petty
Prentice Hall Legal &
Suite 100
18200 Von Karman
Irvine, CA 92715

FOREIGN FILINGS

NAME: AIMCO-GP, INC.

XXX PROFIT
 NON-PROFIT

XXX CORPORATE
 LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

96/6
95 JUN -6 PM 1:04
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THIS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSAK
STATE OF FLORIDA:**

THE

1. AIMCO - GP, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. applied for

(FEI number, if applicable)

4. February 14, 1995

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1873 S. Bellaire, Suite 1700

Denver, CO 80222-4348

(Current mailing address)

8. Act as a general partner of AIMCO Properties, L.P., a Delaware limited partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Property Asset Management Services of the Southeast, L.L.C.
Attn: Michael Sollinger

Office Address: 4919 Memorial Highway, Suite 100

Tampa,

Florida, 33634-7503

(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

By: See Attached

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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9 JUN - 6 PM 1:04

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Leeann Morein, Senior Vice President, Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS

Terry Considine
1873 S. Bellaire St., #1700
Denver, Colorado 80222

Chairman of the Board and Director

Peter K. Kompaniez
510 W. 6th St., #1000
Los Angeles, CA 90014

Director

OFFICERS:

Terry Considine, Chairman of the Board, President, Chief Executive Officer
1873 S. Bellaire St., #1700, Denver, CO 80222

Peter K. Kompaniez, Executive Vice President,
510 W. 6th St., #1000, Los Angeles, CA 90014

Lecann Morein, Senior Vice President, Chief Financial Officer and Secretary
1873 S. Bellaire St., #1700, Denver, CO 80222

Patricia Heath, Vice President
1873 S. Bellaire St., #1700, Denver, CO 80222

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**PROPERTY ASSET MANAGEMENT SERVICES
OF THE SOUTHEAST, L.L.C.**

**By: AIMCO Properties, L.P.,
a Delaware limited partnership,
its Managing Member**

**By: AIMCO-GP, Inc.,
a Delaware corporation,
its General Partner**

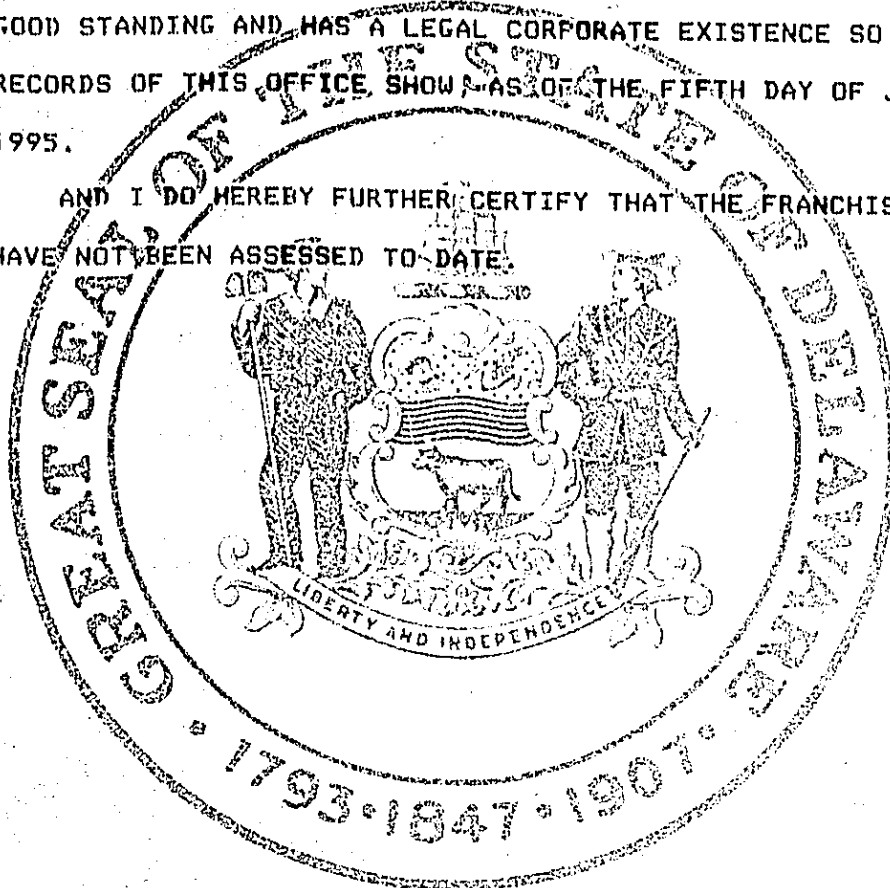
**By: Leeann Morein
Leeann Morein, Senior Vice President
Chief Financial Officer and Secretary**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIMCO-GP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JUNE, A.D. 1995.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -6 PM 1:04



Edward J. Freel

Edward J. Freel, Secretary of State

2480643 8300

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AUTHENTICATION:

7527832

DATE:

06-05-95