



AI 6904

ACCOUNT NO. : 072100000032

REFERENCE : 933078 4302221

AUTHORIZATION : Patricia Pyper

COST LIMIT : \$ 52.50

ORDER DATE : December 14, 2000

ORDER TIME : 4:04 PM

ORDER NO. : 933078-645

CUSTOMER NO: 4302221

CUSTOMER: Steve Coury, Esq
Skadden Arps Slate Meagher &
4 Times Square

New York, NY 10036-6522

300003588758-5

FILED
01 JAN 16 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: LONGWOOD-OXFORD ASSOCIATES
LIMITED PARTNERSHIP

 PROFIT
 NON-PROFIT

 CORPORATE
XX LIMITED PARTNERSHIP

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XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom -- EXT# 1104

EXAMINER: _____

BK
1/16

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

FILED
01 JAN 16 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LONGWOOD-OXFORD ASSOCIATES LIMITED PARTNERSHIP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The principal office address and the address of each general partner is:

c/o Aimco Properties, L.P.
Tower Two
2000 Colorado Blvd., Suite 2-1000
Denver, CO 80222

see attached signature page

(Signature of a General Partner)

(Typed or printed name of General Partner signing above)

STATE OF New York

COUNTY OF New York

On this 8th day of December, 2000, Patrick J. Foye personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of _____

Steven E. Coury
(Notary Public Signature)

STEVEN E. COURY
(Notary's Printed Name)

Seal

My Commission Expires:

STEVEN E. COURY
Notary Public, State of New York
2000150788
New York County
1/16/02

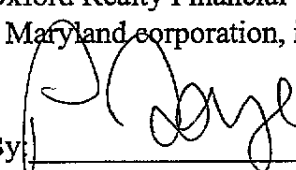
IN WITNESS WHEREOF, the undersigned have executed this Certificate as of
September 20, 2000.

01 JAN 16 AM 11:02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LONGWOOD-OXFORD ASSOCIATES
LIMITED PARTNERSHIP, a Maryland limited
partnership

By: OAMCO VI, L.L.C., a Delaware limited
liability company, its general partner

By: Oxford Realty Financial Group, Inc.,
a Maryland corporation, its member

By: 
Name: Patrick J. Foye
Title: Executive Vice President