



THE UNITED STATES
CORPORATION
COMPANY

A16906

ACCOUNT NO. : 072100000032

REFERENCE : 932948 4302221

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 52.50

ORDER DATE : December 14, 2000

ORDER TIME : 3:29 PM

ORDER NO. : 932948-230

800003511188--1

CUSTOMER NO: 4302221

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

New York, NY 10036-6522

FOREIGN FILINGS

NAME: BRANDON-OXFORD ASSOCIATES
LIMITED PARTNERSHIP

____ PROFIT
____ NON-PROFIT

____ CORPORATE
XX LIMITED PARTNERSHIP

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: *SA* 12/22

00 DEC 21 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

A16906

00 DEC 21 PM 4
RECEIVED

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

BRANDON-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:

Leo E. Zickler has withdrawn as general partner of the Partnership.

The address of the remaining general partners of the Partnership have been changed as follows:

Oxford Equities Corporation, Oxford Equities Corporation III, c/o Aimco Properties, L.P.
Tower Two, 2000 Colorado Boulevard, Suite 2-1000, Denver, CO 80222 853771/P29743

The following general partner has been added as a general partner of the Partnership:

AIMCO/Brandon, L.L.C., c/o Aimco Properties, L.P., Tower Two, 2000 Colorado Boulevard,
Suite 2-1000, Denver, CO 80222 M00000001830

The principal office address has changed as follows: c/o Aimco Properties, L.P., Tower Two,
2000 Colorado Blvd., Suite 2-1000, Denver, CO 80222

(Signature of a General Partner)

see attached signature page

(Typed or printed name of General Partner signing above)

STATE OF _____

COUNTY OF _____

On this ____ day of _____, _____, personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 21 AM 9:07

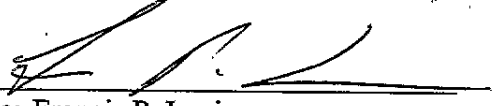
FILED

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

OXFORD EQUITIES CORPORATION,
an Indiana corporation

By: 
Name: Francis P. Lavin
Title: President

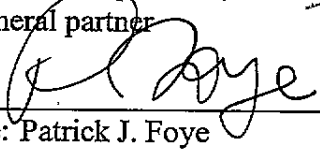
OXFORD EQUITIES CORPORATION III,
a Delaware corporation

By: 
Name: Francis P. Lavin
Title: President

AIMCO/BRANDON, L.L.C.,
a Delaware limited liability company

By: AIMCO Properties, L.P.,
a Delaware limited partnership, its member

By: AIMCO-GP, Inc.,
a Delaware corporation,
its general partner

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


LEO E. ZICKLER

00 DEC 21 AM 9:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 19th day of September, 2000, LEO E. ZICKLER, personally appeared before me, who is personally known to me.

Susan Jeryl Robinson
(Notary Public Signature)

Susan Jeryl Robinson
(Notary Public Printed Name)

Seal

My Commission Expires: April 4, 2002

SUSAN JERYL ROBINSON
NOTARY PUBLIC, State of New York
No. 01RO4923130
Qualified in New York County
Commission Expires April 4, 2002

00 DEC 21 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 19th day of September, 2000, FRANCIS P. LAVIN, personally appeared
before me, who is personally known to me.

Susan Jeryl Robinson
(Notary Public Signature)

Susan Jeryl Robinson
(Notary Public Printed Name)

Seal

My Commission Expires:

SUSAN JERYL ROBINSON
NOTARY PUBLIC, State of New York
No. 01RO4923130
Qualified in New York County
Commission Expires April 4, 2002

FILED

00 DEC 21 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 18th day of September, 2000, PATRICK J. FOYE, personally appeared before me, who is personally known to me.

Lascelles Elson

(Notary Public Signature)

Lascelles Elson

(Notary Public Printed Name)

Seal

My Commission Expires:

LASCELLES ELSON
Notary Public, State of New York
No. 61EL6015731
Qualified in Bronx County
~~Commission Expires Nov. 2, 2000~~

FILED
00 DEC 21 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA