



A18357

ACCOUNT NO. : 072100000032
REFERENCE : 932948 4302221
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 52.50

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TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2000
ORDER TIME : 11:06 AM
ORDER NO. : 932948-715
CUSTOMER NO: 4302221

600003654236-7

CUSTOMER: Steve Coury, Esq
Skadden Arps Slate Meagher &
4 Times Square
New York, NY 10036-6522

FOREIGN FILINGS

6

NAME: PINELLAS-OXFORD ASSOCIATES
LIMITED PARTNERSHIP

XX PROFIT
NON-PROFIT

CORPORATE
XX LIMITED PARTNERSHIP

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XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

3/2/7

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

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TALLAHASSEE, FLORIDA

PINELLAS-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Leo E. Zickler has withdrawn as general partner of the Partnership.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 partner of the Partnership has been changed as follows:

Oxford Equities Corporation c/o Aimco Properties, L.P., Tower Two, 2000 Colorado Blvd.,

853777 Suite 2-1000, Denver, Co 80222

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

AIMCO/Pinellas, L.L.C. c/o Aimco Properties, L.P., Tower Two, 2000 Colorado Blvd.,

M00000001833 Suite 2-1000, Denver, CO 80222

The address of the principal office has been 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 SIGNATURES

SEE ATTACHED SIGNATURES

(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:

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

OXFORD EQUITIES CORPORATION, an Indiana Corporation

By: [Signature]
Name: Francis P. Lavin
Title: President

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AIMCO/PINELLAS, 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: [Signature]
Name: Patrick J. Foye
Title: Executive Vice President

[Signature]
LEO E. ZICKLER

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:

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

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TALLAHASSEE, FLORIDA

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

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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. 01EL5015731
Qualified in Bronx County
Commission Expires Nov. 2, 2000

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