

A19411



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

FILED
01 FEB -6 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2000
ORDER TIME : 10:41 AM
ORDER NO. : 932948-630
CUSTOMER NO: 4302221
CUSTOMER: Steve Coury, Esq
Skadden Arps Slate Meagher &
4 Times Square
New York, NY 10036-6522

000003654100--1

FOREIGN FILINGS

NAME: OCALA-OXFORD LIMITED PARTNERSHIP

(7)

XX PROFIT
XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCALA-OXFORD 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:

Geo E. Zickler has withdrawn as general partner of the Partnership.
The address for the remaining general partners of the Partnership have been changed as follows:
AIMCO XI, L.L.C., Oxford Investment Corporation, Oxford Investment II Corporation, c/o Aimco Properties, L.P., Tower Two, 2000 Colorado Blvd., Suite 2-1000, Denver, CO 80222
The following general partner has been added as a general partner of the Partnership:
AIMCO/Ocala, L.L.C., c/o Aimco Properties, L.P., Tower Two, 2000 Colorado Blvd., Suite 2-1000 Denver, CO 80222. *W 0000001875*
The principal office address has been changed as follows: c/o Aimco Properties, L.P., Tower Two, 2000 Colorado Blvd., Suite 2-1000, Denver, CO 80222.

SEE ATTACHED SIGNATURES

(Signature of a General Partner)

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)

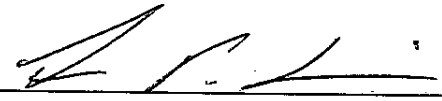
Seal

My Commission Expires:

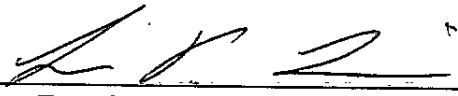
IN WITNESS WHEREOF, the undersigned have executed this Certificate of
Amendment as of September 20, 2000.

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TALLAHASSEE, FLORIDA

OAMCO XI, L.L.C.,
a Delaware limited liability company

By: 
Name: Francis P. Lavin
Title: President

OXFORD INVESTMENT CORPORATION,
a Maryland corporation

By: 
Name: Francis P. Lavin
Title: President

OXFORD INVESTMENT II CORPORATION,
a Maryland corporation

By: 
Name: Francis P. Lavin
Title: President

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TALLAHASSEE, FLORIDA

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

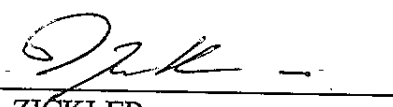
By: AIMCO PROPERTIES, L.P.,
a Delaware limited partnership,
its member

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

By: 

Name: Patrick J. Foye

Title: Executive Vice President


LEO E. ZICKLER

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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SECRETARY OF STATE
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

FILED
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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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LASCELLES ELSON
Notary Public, State of New York
No. 01EL6015731
Qualified in Bronx County
Expires Nov. 8, 2006