



# A19411

ACCOUNT NO. : 072100000032

REFERENCE : 542564 4302221

AUTHORIZATION :

COST LIMIT : \$ 52.50

FILED  
02 MAY -1 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 23, 2002

ORDER TIME : 11:14 AM

ORDER NO. : 542564-060

CUSTOMER NO: 4302221

**BK**

CUSTOMER: Brad Shron, Legal Asst  
Skadden Arps Slate Meagher &  
4 Times Square

New York, NY 10036-6522

DOMESTIC AMENDMENT FILING

800005369538--5

NAME: OCALA OXFORD LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: \_\_\_\_\_

RECORDED  
02 APR 29 PM 12:17  
DIVISION OF REGISTRATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 29, 2002

NORMA HULL  
CSC  
TALLAHASSEE, FL

SUBJECT: OCALA-OXFORD LIMITED PARTNERSHIP  
Ref. Number: A19411

**RESUBMIT**  
Please give original  
submission date as file date.  
FILED  
MAY 1 11 24  
PM

We have received your document for OCALA-OXFORD LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Before this AMENDMENT can be filed, the new general partner AIMCO/BETHESDA HOLDINGS ACQUISITIONS II, INC. -- must be qualified in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 602A00026193

**RECEIVED**  
02 MAY - 1 AM 11:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT  
TO  
APPLICATION FOR REGISTRATION  
OF

FILED  
02 MAY -1 PM 4:24  
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:

Withdrawing GP of OAMCO XI, L.L.C., OXFORD INVESTMENT CORPORATION, and OXFORD INVESTMENT II CORPORATION as General Partners and adding AIMCO/BETHESDA HOLDINGS ACQUISITIONS II, INC. as General Partner, located at 2000 South Colorado Blvd., Tower Two, Suite 2-1000, Denver, CO. 80222.

FO2000002165

(See attached.)

(Signature of a General Partner)

(Typed or printed name of General Partner signing above)

STATE OF Colorado

COUNTY OF Denver

On this 23 day of April, 2002, Harry G. Alcock personally appeared before me,



who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

Lucille G. Cordova  
(Notary Public Signature)

Lucille G. Cordova

(Notary's Printed Name)

Seal




My Commission Expires 9/3/2005

IN WITNESS WHEREOF, the undersigned have executed this Certificate of  
Amendment as of April 23, 2002.

**GENERAL PARTNER:**


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

By: AIMCO/BETHESDA HOLDINGS  
ACQUISITIONS II, INC., a  
Delaware corporation, its member

By:   
Name: Harry G. Alcock  
Title: Executive Vice President

**NEW PARTNER:**


AIMCO/BETHESDA HOLDINGS  
ACQUISITIONS II, INC., a Delaware  
corporation

By:   
Name: Harry G. Alcock  
Title: Executive Vice President

**WITHDRAWING PARTNERS:**

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

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


By:   
Name: Harry G. Alcock  
Title: Executive Vice President

FILED  
MAY - 1 11 4 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OXFORD INVESTMENT CORPORATION, a  
Maryland corporation

By:   
Name: Harry G. Alcock  
Title: Executive Vice President

OXFORD INVESTMENT II  
CORPORATION, a Maryland corporation

By:   
Name: Harry G. Alcock  
Title: Executive Vice President

FILED  
02 MAY - 1 PM 4:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA