

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Morham
Secretary of State
DIVISION OF CORPORATIONS

SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 15 AM 10:20

1. Name of Limited Partnership

1a. DOCUMENT #
A23783

T. ROWE PRICE REALTY INCOME FUND II, AMERICA'S SALES-COMMISSION-FREE REAL ESTATE LIMITED PARTNER



Mailing Address

100 E. PRATT STREET
BALTIMORE MD 21202

Principal Office Address

100 E. PRATT STREET
BALTIMORE MD 21202

3. Date Formed or Registered

12/12/1986

5a. Capital Contributions as Shown on record

\$84,100,000.00

3a. Date of Last Report

12/08/1995

5b. Amount of Capital Contributions in FLORIDA to date

\$8.3 Million

2. Mailing Address

2a. Principal Office Address

4. State or Country of Formation

DE

Suite, Apt #, etc

Suite, Apt #, etc

6. FFI Number

52-1470895

Applied For
 Not Applicable

City & State

City & State

7. Certificate of Status Desired

\$8.75 Additional Fee Required

Zip

Country

Zip

Country

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt #, etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620 1051 and 620 192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620 192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

T. ROWE PRICE REALTY INCOME

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

100 E. PRATT STREET

11b. City, State & Zip Code

BALTIMORE MD

11c. Registration/Document Number

P30002

800001988478--4
-10/29/96--01071--022
****578.25 ****578.25



Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119 07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119 07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Lucy Robins

DATE

9/24/96

Typed or Printed Name of General Partner Signing Form

By: Lucy Robins
T. Rowe Price Realty Income Fund II Management Inc. (410) 345-2160
Daytime Telephone Number

CR2E003 (6/96)