



A26451

ACCOUNT NO. : 072100000032

REFERENCE : 118310 7171451

AUTHORIZATION :

Patricia Puyate

COST LIMIT : \$ 35.00

ORDER DATE : January 29, 1999

ORDER TIME : 9:40 AM

ORDER NO. : 118310-290

100002776571--7

CUSTOMER NO: 7171451

CUSTOMER: Ms. Jennifer Doidge
SSR Realty Advisors
1 California Street
Suite 1400
San Francisco, CA 94111

CHANGE OF AGENT

NAME: METRIC INSTITUTIONAL APARTMENT
FUND, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

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DIVISION OF CORPORATIONS

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99 FEB 16 AM 9:56

DIVISION OF CORPORATION

*BK
2/19/99*

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provision of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of California, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Metric Institutional Apartment Fund, Ltd.
Name of the limited partnership

2. May 20, 1988 3. A26451
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and street address of the successor registered agent and office (P.O. Box **not** acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Such change was authorized by the general partners.

see attached rider
Signature of General Partner Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company
By: Karen B. Rozar 2/11/98
Registered Agent Signature Date
Karen B. Rozar, Asst. Sec.
Corporation Service Company Filing Fee: \$35.00

Division of Corporations

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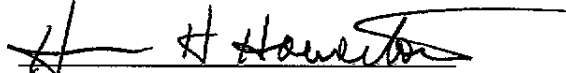
METRIC INSTITUTIONAL APARTMENT FUND, L.P.
SIGNATURE PAGE

Metric Institutional Apartment Fund, L.P.,
a California limited partnership

By: Metric Realty,
an Illinois general partnership,
its general partner

By: SSR Realty Advisors, Inc.,
a Delaware corporation,
its managing general partner

By:



Herman H. Howerton
Vice President, General Counsel
and Secretary

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