



FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT  
TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 SEP 26 AM 9: 05	
1. Name of Limited Partnership		1a. DOCUMENT # A29932			
INVESCO INSTITUTIONAL MORTGAGE FUND II, LTD.					
Mailing Address 5400 LBJ FREEWAY/LB 2 ONE LINCOLN CENTRE, SUITE 1200 DALLAS TX 75240		Principal Office Address 5400 LBJ FREEWAY/LB 2 ONE LINCOLN CENTRE, SUITE 1200 DALLAS TX 75240		3. Date Formed or Registered 04/16/1990	
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 10/01/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation TX	
City & State		City & State		6. FEI Number 75-2094340	
Zip		Country		5a. Capital Contributions as Shown on record \$12,655,000.00	
				5b. Amount of Capital Contributions in FLORIDA to date:	
				7. Certificate of Status Desired <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
				8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office			
C T CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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)		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)		11b. City, State & Zip Code	
INVESCO PARTNERS II, INC		5400 LBJ FREEWAY, #12		DALLAS TX	
				11c. Registration/ Document Number	
				P28928	
				5000023074459-8 -09/30/97-01032-014 ****541.25 ****541.25	
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 _____ DATE 9-8-97					
Typed or Printed Name of General Partner Signing Form David Farmer Daytime Telephone Number 972-715-7400					

CR2E003 (6/97)