



A32059

ACCOUNT NO. : 072100000032

REFERENCE : 118310 7171451

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 35.00

ORDER DATE : January 29, 1999

ORDER TIME : 9:42 AM

ORDER NO. : 118310-295

CUSTOMER NO: 7171451

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

RECEIVED
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DIVISION OF CORPORATION

CHANGE OF AGENT

300002776578--1

NAME: METRIC INSTITUTIONAL APARTMENT
FUND II, L.P.

(3)

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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13K
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 II, Limited Partnership
Name of the limited partnership
2. October 1, 1991 3. A32059
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

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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
Registered Agent signature

2/16/99
Date

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$35.00

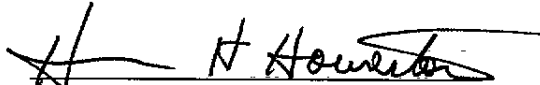
Division of Corporations

METRIC INSTITUTIONAL APARTMENT FUND II, L.P.
SIGNATURE BLOCK

Metric Institutional Apartment Fund II, 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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