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(Requestor's Name)

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(City/State/Zip/Phone #)

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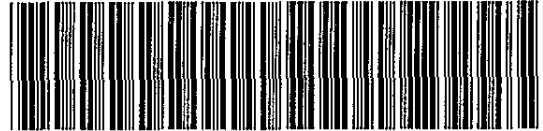
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J. BRYAN JAN 22 2003



ACCOUNT NO. : 072100000032
REFERENCE : 897535 4303829
AUTHORIZATION : *Patricia Pijet*
COST LIMIT : \$ 87.50

ORDER DATE : January 16, 2003

ORDER TIME : 1:34 PM

ORDER NO. : 897535-050

CUSTOMER NO: 4303829

CUSTOMER: Barbara B. Erwin, Legal Asst
Shaw Pittman
2300 N Street, N.w.

Washington, DC 20037

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FOREIGN FILINGS

FILE 2ND

NAME: HILLSBOROUGH-OXFORD
ASSOCIATES LIMITED PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Hillsborough-Oxford Associates Limited Partnership
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Maryland 4. December 18, 2002
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Deborah D. Skipper Deborah D. Skipper
(Agent must sign on this line) Asst. V. Pres.

8. 11 East Chase Street
Baltimore MD 21202
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>#1795000000008</u> OAMCO V, L.L.C.	<u>2000 S. Colorado Blvd., #2-1000, Denver, CO 80222</u>
<u>#853771</u> Oxford Equities Corporation,	<u>2000 S. Colorado Blvd., #2-1000, Denver, CO 80222</u>
<u>#P29793</u> Oxford Equities Corporation III,	<u>2000 S. Colorado Blvd., #2-1000, Denver, CO 80222</u>
<u>AIMCO Properties, L.P.,</u> <u>#B94000000306</u>	<u>2000 S. Colorado Blvd., #2-1000, Denver, CO 80222</u>
10. <u>2000 S. Colorado Blvd., #2-1000, Denver, CO 80222</u> (Office where Names, Addresses and Contributions of Limited Partners are kept.)	

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 2000 South Colorado Blvd., Ste. 2-1000

Denver, CO 80222

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 14th day of January, 2003

Oxford Equities Corporation General Partner

General Partner

By: Patrick J. Foye, Executive Vice President

STATE OF NEW YORK

COUNTY OF NASSAU

On this 14th day of January, 2003

Patrick J. Foye, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Angela Ann Yarri
(Notary Public Signature)

ANGELA ANN YARRI
NOTARY PUBLIC, State of New York
No. 30-4360300 - Nassau County
Commission Expires

(Notary's Printed Name)

02-28-2006

Seal

My Commission Expires: _____

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JULIENNE CORPORATION
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

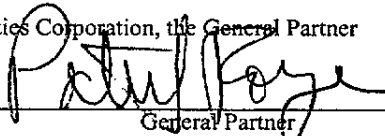
BEFORE ME the undersigned personally appeared Patrick J. Foye, Executive Vice President, Oxford Equities Corporation,
a general partner of Hillsborough-Oxford Associates Limited Partnership, a (an) Maryland
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 125.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 125.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 14th day of January, 2003.

Oxford Equities Corporation, the General Partner


General Partner

By: Patrick J. Foye, Executive Vice President

STATE OF NEW YORK

COUNTY OF NASSAU

On this 14th day of January, 2003,

Patrick J. Foye, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

(Notary's Printed Name)

ANGELA ANN YARRI
NOTARY PUBLIC, State of New York
No. 30-4360300 - Nassau County
Commission Expires

02-28-2006

Seal My Commission Expires: _____

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