

**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 Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 OCT 18 AM 11:58

1. Name of Limited Partnership EQUITY RESIDENTIAL PROPERTIES MANAGEMENT LIMITED PARTNERSHIP	1a. DOCUMENT # B93000000311
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Mailing Address % MARIANN DEMKOVICH 2 N. RIVERSIDE PLAZA, SUITE 450 CHICAGO IL 60606	Principal Office Address 2 NORTH RIVERSIDE PLAZA CHICAGO IL 60606	3. Date Formed or Registered 07/28/1993	5a. Capital Contributions as Shown on record \$47,000.00
		3a. Date of Last Report 01/12/1996	5b. Amount of Capital Contributions in FLORIDA to date \$9.00
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	4. State or Country of Formation IL	6. FEI Number 36-3898619
		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAY STREET SUITE 105 TALLAHASSEE FL 32301	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City State Zip Code
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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) ERP OPERATING LIMITED PARTNE	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 2 NORTH RIVERSIDE PLA	11b. City, State & Zip Code CHICAGO IL 60606	11c. Registration/Document Number B93000000305
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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: *Mariann J. Demkovich*
 Mariann J. Demkovich, Assist. Sec. of the GP of ERP Operating Limited Partnership
 Typed or Printed Name of General Partner Signing Form: ERP Operating Limited Partnership
 Daytime Telephone Number: 312/474-1300

CR2E003 (6/96)