

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

98 JAN -2 PM 3:28

1. Name of Limited Partnership <b>Bailey - Apollo Apartments II, Limited Partnership</b>		1a. DOCUMENT # <b>B93000000433</b>	
2. Mailing Address <b>30 Apollo Real Estate Advisors, L.P. Two Manhattanville Road Purchase, N.Y. 10577 U.S.A.</b>		2a. Principal Office Address <b>CSC Networks 32 Lockerman Sq. #L-100 Dover, DE 19901 U.S.A.</b>	
3. Date Formed or Registered <b>10/18/1993</b>		5a. Capital Contributions as Shown on record <b>\$23,406,489</b>	
3a. Date of Last Report <b>1997</b>		5b. Amount of Capital Contributions in FLORIDA to date <b>\$23,406,489</b>	
4. State or Country of Formation <b>DE</b>		6. FEI Number <b>13-3736713</b>	
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 <b>CSC Networks (Prentice-Hall) 1201 Hays Street Tallahassee, FL 32301</b>		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> 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 _____			
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>			
11. Name(s) of General Partner(s) <b>AP-FLGP, L.P.</b>	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) <b>c/o Apollo Real Estate Advisors, L.P. Two Manhattanville Road</b>	11b. City, State & Zip Code <b>Purchase, N.Y. 10577 500002401345-5 -01/15/98-01040-025 ***541.25 ***541.25</b>	11c. Registration/Document Number <b>B93000000431</b>

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 **12/29/97**