Document Number Only

B95000000459

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

300001667103
-12/20/95--01080--008
*****87.50 *****87.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 18 PM 1:50

CORPORATION(S) NAME

AIMCO Holdings, L.P.
d/b/a
AIMCO Holdings, Limited Partnership

( ) Profit
( ) NonProfit
( ) Foreign
(X) Limited Partnership
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(■) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Photo Copies
( ) Call if Problem

( ) Merger
( ) Mark
( ) Other
( ) Change of R.A.
( ) Fic. Name
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Document Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

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B95000000459

C. TAX ______
FILING 52.50
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 140.00
N. BANK ______
BALANCE DUE ______
REFUND ______

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 1 PH 1:53

1. AIMCO Holdings, L.P.
(Name of limited partnership as it is in the home state;

2. AIMCO Holdings, Limited Partnership
(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. Delaware
(State of Formation)

4. 9/29/95
(Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

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

W Dlwn l Ry
(Officer must sign on this line)

William J. Reif, Assistant Vice President
(Type Name and Title of Officer)

8. 1209 Orange Street, Wilmington, Delaware 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
AIMCO Holdings QRS, Inc.	1873 South Bellaire St., Denver, CO 80222

F95000006153

10. 1873 South Bellaire St., Denver, CO 80222
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnerhsip 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 cancelled or withdrawn.

12. 1873 South Bellaire St., Denver, CO 80222
(Mailing Address of Limited Partnership)

(FLA. - LP 2819 - 2/1/92)

This 16th day of October, 1995.

General Partner
AIMCO Holdings QRS, Inc.
Name: Peter Kompaniez
Title: Executive Vice President

STATE OF California

COUNTY OF Los Angeles

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of OCT, 1995, by Peter K Kompaniez (~~Name of General Partner~~) of AIMCO Holdings QRS, Inc. (AIMCO Holdings LP) (~~Name of Limited Parntership~~), A DE (State or Country) ~~Limited Partnerhsip~~, on behalf of the ~~Limited~~ Partnership. Corporation.

Notary Public
State of Calif at Large

(SEAL)

My Commission Expires: 4-23-97

SIDNEY A. YOUNG
COMM. #991386
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires Apr. 23, 1997

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Peter Kompaniez, Executive Vice President of AIMCO Holdings QRS, Inc. general partner of AIMCO Holdings, L.P., a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is $ 1,030,504.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 0.

This 17th day of November, 19 95

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 18 PM 1:50

General Partner

AIMCO Holdings QRS, Inc.
Peter Kompaniez
Executive Vice President

STATE OF California
COUNTY OF Los Angeles
DATE 11-17-95

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Peter K Kompaniez (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknwledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of Nov, 19 95.

Notary Public

Seal

State of California at Large
My Commission Expires: 4-23-97

SIDNEY A. YOUNG
COMM. #991396
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires Apr. 23, 1997

(FLA - LP 2820 - 9/20/90)

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

395000000459

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DIVISION OF CORPORATIONS
96 JAN -8 PM 2:23

1. Name of Limited Partnership

AIMCO Holdings, L.P.

1a. DOCUMENT #

B95000000459

BK

1/8/96

DO NOT WRITE IN THIS SPACE

Mailing Address / Principal Office Address

1873 South Bellaire Street
Denver, Colorado 80222-4348

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

2. New Mailing Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

2a. New Principal Office Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 2:23

3. Date Formed or Registered to Do Business in FLORIDA	**3a.** Date of Last Report	**4.** State or Country of Formation
December 18, 1995		Delaware

5a. Capital Contributions as Shown on Record	**5b.** Amount of Capital Contributions in FLORIDA to date	**6.** FEI Number		**7.** CERTIFICATE OF STATUS REQUIRED
~~1,030,504~~ 0	0	84 1325999	Applied For / Not Applicable	[redacted]

8. FEES: 1.) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee: $133.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt. #, etc.
City FL Zip Code

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DIVISION OF CORPORATIONS
96 JAN -8 PM 2:23

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 the 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	**11c.** Registration/ Document Number
AIMCO Holdings QRS, Inc.	1873 South Bellaire Street	Denver, Colorado 80222-4348	F95000006153

52.50
138.75
191.25

1000016983391
-01/25/96--01090--018
****191.25 ****191.25

CR2E003 (6/95)

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 12-28-95

Typed or Printed Name of General Partner Signing Form Peter K. Kompaniez, Vice President of AIMCO Holdings QRS, Inc. Telephone Number (303) 759-8600

B95000000459

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 486617 5012403

AUTHORIZATION :

COST LIMIT : $ 35.00

Patricia Pizzi

FILED
97 AUG -6 PM 3 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 5, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 486617-020

CUSTOMER NO: 5012403

CUSTOMER: Ms. Pat Heath
Apartment Investment &
1873 South Bellaire St.
17th Floor
Denver, CO 802224348

RA Change

300002259393--0

CHANGE OF AGENT

NAME: AIMCO HOLDINGS, LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY

8/8/97

CONTACT PERSON: Daniel W Leggett

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97 AUG -6 AM 11:25
DIVISION OF CORPORATION

X02250, 00524, 00672

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original submission date as file date

SUBJECT: AIMCO HOLDINGS, LIMITED PARTNERSHIP
Ref. Number: B95000000459

We have received your document for AIMCO HOLDINGS, LIMITED PARTNERSHIP and the authorization to debit your account in the amount of $35.00. However, the document has not been filed and is being returned for the following:

If the new registered agent is signing on behalf of an entity please have him type in his name and title or capacity underneath his signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 397A00040041

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97 AUG -7 PM 3:29
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

LIMITED PARTNERHSIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of DELAWARE, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. The name of the limited partnership is:
AIMCO HOLDINGS, LIMITED PARTNERSHIP

2. The date of filing/registration in Florida:
12-18-95

3. Document number assigned:
B95000000459

4. The name and address of the present registered agent and office:
C T CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FL 33324

97 AUG -6 PM 3:22
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TALLAHASSEE, FLORIDA

5. The name and address of the successor registered agent and office:
(P.O. Box not Acceptable)
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

Such change was authorized by the general partners.

SIGNATURE: Patricia Heath
General Partner

Date: 7/25/97

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.

SIGNATURE: Kurt Plender
Registered Agent Kurt Plender, As its agent

Date: 8-5-97

INHSE 4

FILING FEE: $35.00