



THE UNITED STATES  
CORPORATION  
COMPANY

B96000000474

ACCOUNT NO. : 072100000032

REFERENCE : 118310 7171451

AUTHORIZATION

COST LIMIT : \$ 35.00

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 FEB 15 AM 10:51

ORDER DATE : January 29, 1999

ORDER TIME : 10:59 AM

ORDER NO. : 118310-030

800002775288--2

CUSTOMER NO: 7171451

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

CHANGE OF AGENT

NAME: WILLA SPRINGS APARTMENTS, LP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

BK

2/15/99

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 FEB 15 AM 11:27

**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. Willla Springs Apartments, LP  
Name of the limited partnership

2. December 10, 1996 3. F96000006445  
Date of filing/registration in Florida Document number assigned

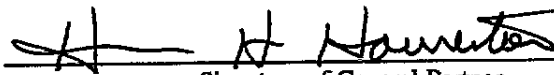
4. The name and address of the present registered agent and office:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 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


Such change was authorized by the general partners.

  
Signature of General Partner

January 20, 1999  
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:   
Registered Agent signature  
Karen E. Wehner, Asst. Vice President

5-12-99  
Date

**Filing Fee: \$35.00**

**Division of Corporations**

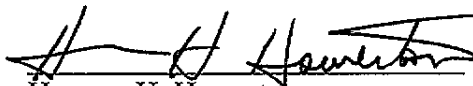
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WILLA SPRINGS APARTMENTS, L.P.  
SIGNATURE PAGE

Willa Springs Apartments, L.P.,  
a California limited partnership

By: WS Apartments, Inc.,  
a Delaware corporation,  
its managing general partner

By:



Herman H. Howerton  
Vice President, General Counsel  
and Secretary

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