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660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

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CORPORATION(S) NAME

Amco Fisherman's Landing, L.P.

- | | | |
|---|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC Filing |
| <input type="checkbox"/> Fictitious Name | <input checked="" type="checkbox"/> CUS | |
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CR2E031 (1-89)

72
\$5,297,500.00

Florida Department of State, Jim Smith, Secretary of State

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

1. AIMCO Fisherman's Landing, L.P.
(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. Delaware 4. April 2, 1998
(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.

Corporation Service Company
Maureen W. Callen
(Officer must sign on this line)
Maureen W. Callen, Asst. Vice Pres.
(Type Name and Title of Officer)

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8. 1013 Centre Road, Wilmington, DE 19805
(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, L.P.

B95000000459

1873 South Bellaire Street
Suite 1700
Denver, Colorado 80222-4348

10. 1873 South Bellaire Street, Suite 1700, Denver, CO 80222-4348
(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 cancelled or withdrawn.

12. 1873 South Bellaire Street, Suite 1700, Denver, CO 80222-4348
(Mailing Address of Limited Partnership)

This 3rd day of April, 19 98.

Patricia Skell
General Partner

AIMCO Holdings, L.P. BY: AIMCO Holdings QRS, Inc., Its General Partner

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day
of April, 19 98, by AIMCO Holdings, L.P. (Name of General Partner) of

AIMCO Fisherman's Landing, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Lucille G Cordova

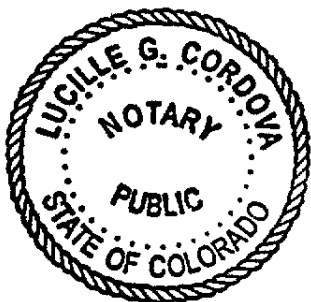
Notary Public

State of Colorado at Large

My Commission Expires:

9/3/2001

(SEAL)



My Commission Expires 09/03/2001

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared AIMCO Holdings, L.P., a general partner of AIMCO Fisherman's Landing, 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 \$ 99.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5297,500.

This 6th day of April, 19 98

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.

General Partner

Patricia Heath

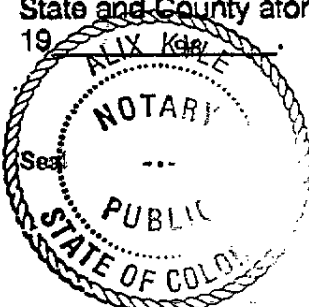
AIMCO Holdings, L.P., by Patricia Heath, Assistant Vice President of AIMCO Holdings QRS, Inc., its General Partner

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STATE OF Colorado
COUNTY OF _____
DATE 4/6/98

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 AIMCO Holdings, L.P. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of April, 19 98.



Alix Kerr
Notary Public

State of Colorado at Large

My Commission Expires:

1-12-2000