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REFERENCE : 542564 4302221

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
MAY - 1 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 23, 2002

ORDER TIME : 10:46 AM

ORDER NO. : 542564-065

BK

CUSTOMER NO: 4302221

CUSTOMER: Brad Shron, Legal Asst
Skadden Arps Slate Meagher &
4 Times Square

700005416647--8

New York, NY 10036-6522

FOREIGN FILINGS

NAME: AIMCO/BETHESDA HOLDINGS
ACQUISITIONS II, INC.

*****FILE 1ST*****

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
02 MAY - 1 AM 11:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. AIMCO/Bethesda Holdings Acquisitions II, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 12, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o AIMCO Properties LP, 2000 S. Colorado Blvd., Tower 2, Ste. 2-1000, Denver, CO 80222
(Principal office address)

Same as above

(Current mailing address)

8. To be general partner of Ocala-Oxford Limited Partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Rays Street

Tallahassee

(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company

Brian Courtney
Asst. V. Pres.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harry G. Alcock, Executive Vice President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

RIDER**Board of Directors**

Terry Considine, Chairman

Peter K. Kompaniez, Vice Chairman

OFFICERS

Terry Considine
 Peter K. Kompaniez
 Thomas W. Toomey
 Harry G. Alcock
 Joel F. Bondar
 Patrick J. Foye
 Lance J. Graber
 Steven D. Ira
 Paul J. McAuliffe
 Michael P. Alexander
 Gordon E. Burns
 Joseph DeTuno
 Patri K. Fielding
 Mark J. Harries
 James Kjolhede
 Mariha J. Long
 Jack W. Marquardt
 James Mathes
 Ronald D. Monson
 Lecann Morein
 Thomas C. Novosel
 David O'Leary
 Bruce K. Terwilliger
 R. Scott Wesson
 Kim Adams
 Meri Akers
 Dora E. Chi
 David Evans
 Ray Green
 Patricia K. Heath
 Chris McKee
 Cheryl Raffanti
 James Wallace
 Lucy Cordova
 Leslie E. Green
 Cheryl V. Gurule
 Alix Mason
 Sherry Pineau
 Robbie L. Smith
 Kim Widmeyer
 Pati Zamarripa

TITLE

Chairman and Chief Executive Officer
 President
 Chief Operating Officer
 Executive Vice President and Chief Investment Officer
 Executive Vice President, General Counsel, and Secretary
 Executive Vice President
 Executive Vice President - Acquisitions
 Executive Vice President - Property Operations
 Executive Vice President and Chief Financial Officer
 Senior Vice President - Tax Credit Investment Services
 Senior Vice President - Property Redevelopment
 Senior Vice President - Property Redevelopment
 Senior Vice President - Finance
 Senior Vice President - Student Housing
 Senior Vice President - Property Operations
 Senior Vice President - Controller
 Senior Vice President - Accounting
 Senior Vice President - Property Operations
 Senior Vice President - Property Operations
 Senior Vice President - Buyers Access
 Senior Vice President - Chief Accounting Officer
 Senior Vice President - Buyers Access
 Senior Vice President - Corporate Housing
 Senior Vice President - Information Systems
 Vice President - ITS
 Vice President - Human Resources
 Vice President - Asset Management
 Vice President - Risk Management
 Vice President - ITS
 Vice President and Treasurer
 Vice President - Ancillary Services
 Vice President - ITS
 Vice President - Tax
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Address: c/o AIMCO Properties, L.P.
 2000 South Colorado Blvd.
 Tower Two, Suite 2-1000
 Denver, CO 80222

Delaware

PAGE 1

The First State

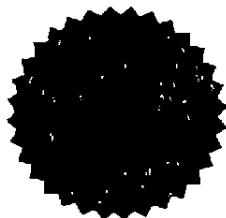
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIMCO/BETHESDA HOLDINGS ACQUISITIONS II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIMCO/BETHESDA HOLDINGS ACQUISITIONS II, INC." WAS INCORPORATED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
MAY - 19 PM 2:28
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1752715

DATE: 05-01-02

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NO. 8307 P. 2

MAY. 1. 2002 10:29AM CORP SERVICE CO