

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000004295

1. Corporation Name
PRIME MFP II RESIDENTIAL, INC.

Principal Place of Business
77 W. WACKER DR., 40TH FLOOR
CHICAGO IL 60607

Mailing Address
77 W. WACKER DR., 40TH FLOOR
CHICAGO IL 60607

2. Principal Place of Business
21 1873 S Bellaire St
Suite, Apt #, etc.
22 Suite 1700
City & State
23 Denver, CO
Zip Country
24 80222 25 US

2a. Mailing Address
26 1873 S Bellaire St
Suite, Apt #, etc.
27 Suite 1700
City & State
28 Denver, CO
Zip Country
29 80222 30 US

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: For each change, a separate statement must be filed.)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP
PDC	GLICKMAN, DAVID M	77 W. WACKER DR., 40TH FLOOR	CHICAGO IL 60601
VCFO	COORSH, TOM	77 W. WACKER DR., 40TH FLOOR	CHICAGO IL 60607
D	RESCHKE, MICHAEL W	77 W. WACKER DR., 40TH FLOOR	CHICAGO IL 60601

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP
P/D	Peter K. Kompaniez	1873 S Bellaire St, Ste 1700	Denver, CO 80222
V	Patrick J. Foye	1873 S Bellaire St, Ste 1700	Denver, CO 80222
	Joel F. Bonder	1873 S Bellaire St, Ste 1700	Denver, CO 80222
C/D	Terry Considine	1873 S Bellaire St, Ste 1700	Denver, Co 80222
	Patricia K. Heath	1873 S Bellaire St, Ste 1700	Denver, CO 80222

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Joel F. Bonder, Secretary
04-27-99 (303)757-8101

99 MAY 11 PM 3:59

STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/18/1994

4. FEI Number

36-3970982

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation pays the current year Intangible
Personal Property Tax

[] Yes [] No

10. Name and Address of New Registered Agent

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City

FL 85. Zip Code

0528341

CR2E034 (11/98)

300002871809--7



ACCOUNT NO. : 072100000032

REFERENCE : 233035 5124005

AUTHORIZATION : *Patricia Izquierdo*

COST LIMIT : \$ 150.00

ORDER DATE : May 7, 1999

ORDER TIME : 2:42 PM

ORDER NO. : 233035-035

CUSTOMER NO: 5124005

CUSTOMER: Leslie E. Oblas, Paralegal
Aimco
1873 South Bellaire Street
17th Floor
Denver, CO 80222-4348

ANNUAL REPORT FILING

NAME: PRIME MFP II RESIDENTIAL, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TAMARA ODOM

EXAMINER'S INITIALS: _____