

F94000004295



ACCOUNT NO. : 072100000032

REFERENCE : 241691 5124005

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Pujols*

ORDER DATE : May 14, 1999

ORDER TIME : 4:03 PM

ORDER NO. : 241691-060

800002879398-4

CUSTOMER NO: 5124005

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

RECEIVED

99 MAY 19 AM 8:51

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PRIME MFP II RESIDENTIAL, INC.

FILED  
00 JAN 21 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

*DBA*  
*N.C.*  
G. COULLETTE JAN 21 2000

CONTACT PERSON: Janna Wilson



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 19, 1999

CSC

TALLAHASSEE, FL

SUBJECT: PRIME MFP II RESIDENTIAL, INC.  
Ref. Number: F94000004295

We have received your document for PRIME MFP II RESIDENTIAL, INC. 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:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 099A00027719

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00 JAN 21 AM 10:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

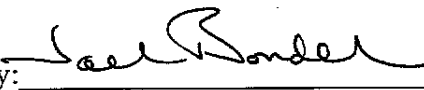
**STATEMENT OF CONSENT  
BY THE SOLE SHAREHOLDER OF  
AMBASSADOR II, INC.**

The Sole Shareholder of Ambassador II, Inc., formerly known as Prime MFP II Residential, Inc., a Delaware corporation (the "Corporation"), does hereby certify that the following is a true copy of a resolution adopted by the Board of Directors of the Corporation at a meeting held as herein stated.

The Board of Directors of the Corporation having resolved to change the Corporation's name to Ambassador II, Inc. and having filed a Certificate of Amendment with the Delaware Secretary of State on June 20, 1996, to change the Corporation's name, does hereby resolve and order on this 14<sup>th</sup> day of January 2000, that the Corporation shall change the name of the Corporation in the State of Florida from "Prime MFP II Residential, Inc." and adopt the fictitious name in the State of Florida of "Ambassador II of Delaware, Inc."

NOTICE WAIVED AND ACTION TAKEN AND CONSENTED BY THE  
SOLE SHAREHOLDER AS OF THIS 18<sup>th</sup> DAY OF JANUARY 2000.

APARTMENT INVESTMENT AND  
MANAGEMENT COMPANY:

By: 

Joel Bonder, Executive Vice President  
and Secretary

FILED  
00 JAN 21 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Prime MFP II Residential, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. August 18, 1994  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6-20-96
5. Ambassador II, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
New Duration

\_\_\_\_\_  
New Jurisdiction

Leslie Oblas  
Signature

5-13-99  
Date

Leslie Oblas  
Typed or printed name

Assistant Secretary  
Title

FILED  
00 JAN 21 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PRIME MFP II RESIDENTIAL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AMBASSADOR II, INC.", THE TWENTIETH DAY OF JUNE, A.D. 1996, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2426572 8320

991194595

AUTHENTICATION:

9747399

DATE:

05-17-99