



THE UNITED STATES
CORPORATION
COMPANY

F95000006153

ACCOUNT NO. : 072100000032

REFERENCE : 248326 5012403

AUTHORIZATION :

Patricia P. [Signature]

COST LIMIT : \$ 35.00

FILED
91 FEB -6 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 4, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 248326-030

CUSTOMER NO: 5012403

300002080213--5

CUSTOMER: Ms. Pat Heath
Apartment Investment &
1873 South Bellaire Street
17th Floor
Denver, CO 802224348

CHANGE OF AGENT

NAME: AIMCO HOLDINGS QRS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Richard W Whittaker

RECEIVED
91 FEB -6 AM 10:36
DIVISION OF CORPORATION

*PA Change
2/6/97
[Signature]*

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: _____

AIMCO HOLDINGS QRS, INC.

1b. Date of incorporation / 9-27-95 Document number _____
qualification 12/18/95

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM 1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Patricia Heath
SIGNATURE
1-31-97
DATE

Patricia Heath, Asst. Secty.
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: Vicki Schreiber
(Registered Agent) ASST VICE PRESIDENT

DATE 2-5-97