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TALLAHASSEE, FL 32301-2607
904.221.0971
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F960000003345

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 005289 4312639

AUTHORIZATION :

COST LIMIT :

Patricia P. Smith
~~175.00~~

ORDER DATE : June 28, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 005289

700001880547

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh
Skadden, Arps, Slate, Meagher
One Rodney Square
P.O. Box 636
Wilmington, DE 19899

FOREIGN FILINGS

NAME: AIMCO SOMERSET, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPIES
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
96 JUL - 11 PM 1:45
SECRETARY OF STATE
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:**

1. AIMCO Somerset, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations in the same 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
(State or country under the law of which it is incorporated)
3. pending
(FEI number, if applicable)
4. May 31, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 1873 South Bellaire St.
Denver, CO 80222-4348
(Current mailing address)
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CSC Networks/Prentice-Hall
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

Lisa G Mulligan
(Registered agent's signature) (Officer)

Lisa G Mulligan, Assit Vice President
(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

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

13. *[Signature]*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Locann Moroin, Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

AIMCO SOMERSET, INC.

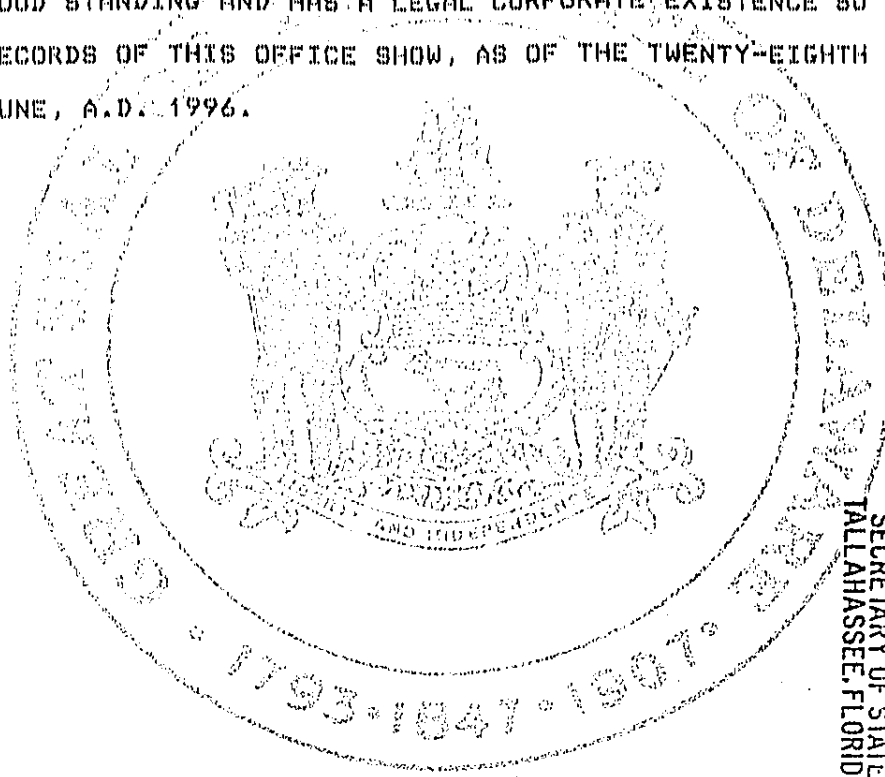
<u>Name</u>	<u>Title</u>	<u>Address</u>
<u>DIRECTORS</u>		
Terry Considine	Director	1873 South Bellaire St. Denver, CO 80222-4348
Peter K. Kompaniez	Director	1873 South Bellaire St. Denver, CO 80222-4348
<u>OFFICERS</u>		
Terry Considine	Chairman President Chief Executive Officer	1873 South Bellaire St. Denver, CO 80222-4348
Peter K. Kompaniez	Vice President	1873 South Bellaire St. Denver, CO 80222-4348
Leeann Morein	Chief Financial Officer Secretary	1873 South Bellaire St. Denver, CO 80222-4348

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIMCO SOMERSET, 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 TWENTY-EIGHTH DAY OF JUNE, A.D. 1996.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2629156 8300

DATE:

8010095

960192217

06-28-96