

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Oct 05 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000000290 (3)
 1. Corporation Name
AIMCO PROPERTIES FINANCE CORP.



Principal Place of Business: 1873 S BELLAIRE ST 17TH FLR DENVER CO 80222-4348
 Mailing Address: 1873 S BELLAIRE ST 17TH FLR DENVER CO 80222-4348

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 1225 Eye Street
 Suite, Apt. #, etc. Suite 200
 City & State Washington DC
 Zip 20005 Country USA

2a. Mailing Address
 26 1225 Eye Street
 Suite, Apt. #, etc. Suite 200
 City & State Washington DC
 Zip 20005 Country USA

3. Date Incorporated or Qualified: 01/17/1997

4. FEI Number: 84-1317499 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

B1 Name
 B2 Street Address (P.O. Box Number is Not Acceptable)
 B3
 B4 City FL B5 Zip Code

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: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CONSIDINE, TERRY	1.2 NAME	
STREET ADDRESS	1873 S BELLAIRE ST 17TH FLR	1.3 STREET ADDRESS	see attached
CITY-ST-ZIP	DENVER CO 80222-4348	1.4 CITY-ST-ZIP	
TITLE	DOV	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOMPAÑIEZ, PETER	2.2 NAME	
STREET ADDRESS	28300 HWY 109 BLDG F-240	2.3 STREET ADDRESS	
CITY-ST-ZIP	LAKE ARROWHEAD CA 92352	2.4 CITY-ST-ZIP	
TITLE	IRA, STEVE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	IRA, STEVE	3.2 NAME	
STREET ADDRESS	1873 S BELLAIRE ST 17TH FLR	3.3 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO 80222-4348	3.4 CITY-ST-ZIP	
TITLE	LACY, ROBERT	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LACY, ROBERT	4.2 NAME	
STREET ADDRESS	30448 RANCHO VIEJO RD #120	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JUAN CAPISTRANO CA 92675-1513	4.4 CITY-ST-ZIP	
TITLE	ALCOCK, HARRY	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALCOCK, HARRY	5.2 NAME	
STREET ADDRESS	1873 S BELLAIRE ST 17TH FLR	5.3 STREET ADDRESS	200002656202
CITY-ST-ZIP	DENVER CO 80222-4348	5.4 CITY-ST-ZIP	-10/06/98-01011-012
TITLE	ST	5.5 CITY-ST-ZIP	***550.00
NAME	MOREIN, LEEANN	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	1873 S BELLAIRE ST 17TH FLR	6.2 NAME	
CITY-ST-ZIP	DENVER CO 80222-4348	6.3 STREET ADDRESS	
TITLE		6.4 CITY-ST-ZIP	

see attached

200002656202
 -10/06/98-01011-012
 ***550.00

sw 10/5/98

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(j), 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.

SIGNATURE: Delores Huston ASSISTANT SECRETARY 8-19-98 202-210-2940

CR2E034 (5/98)

2

**AIMCO Properties Finance Corp.
Officers/Directors**

Directors

Name: Terry Considine, Chairman
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Peter K. Kompaniez, Vice Chairman
Business Address: 28200 Highway 189, Building F Suite 240, Lake Arrowhead, CA 92352

Officers

Name: Terry Considine
Title: Chairman & Chief Executive Officer
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Peter K. Kompaniez
Title: President
Business Address: 28200 Highway 189, Building F Suite 240, Lake Arrowhead, CA 92352

Name: Joel F. Bonder
Title: Executive Vice President, General Counsel and Secretary
Business Address: 1225 Eye St., N.W., Suite 200, Washington, DC 20005

Patrick J. Foye
Title: Executive Vice President
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Robert Ty Howard
Title: Executive Vice President - Ancillary Services
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Steven D. Ira
Title: Executive Vice President
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Thomas W. Toomey
Title: Executive Vice President - Finance and Administration
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: David L. Williams
Title: Executive Vice President - Property Operations
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Harry G. Alcock
Title: Vice President
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Troy D. Butts
Title: Senior Vice President and Chief Financial Officer
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

3

Name: Martha Carlin
Title: Senior Vice President - Ancillary Services
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Joseph DeTuno
Title: Senior Vice President - Property Redevelopment
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Jack W. Marquardt
Title: Senior Vice President-Accounting
Business Address: 9200 Keystone Crossing, Suite 500, Indianapolis, IN 46240

Name: Herbert Meistrich
Title: Senior Vice President
Business Address: 2251 San Diego Avenue, A-240, San Diego, CA 92110-2970

Name: Leeann Morein
Title: Senior Vice President - Investor Services
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: David O'Leary
Title: Senior Vice President - Buyers Access
Business Address: 5445 South Highland Drive, Salt Lake City, UT 84117

Name: Roberta Ujakovich
Title: Senior Vice President - Asset Management
Business Address: 1225 Eye Street, NW, Suite 200, Washington, DC 20005

Name: R. Scott Wesson
Title: Senior Vice President - Chief Information Officer
Business Address: 9200 Keystone Crossing, Suite 500, Indianapolis, IN 46240

Name: Mari Akers
Title: Vice President - Human Resources
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Dora E. Chi
Title: Vice President - Asset Management
Business Address: 2410 S. Galena Street, Suites 200 & 201, Denver, CO 80231

Name: Patti K. Fielding
Title: Vice President - Finance
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

4

Name: Patricia K. Heath
Title: Vice President and Treasurer
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Carla Stoner
Title: Vice President - Finance and Administration
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: James Wallace
Title: Vice President -Tax
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Lucy Cordova
Title: Assistant Secretary
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Kathleen Harvey
Title: Assistant Secretary
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Delores Huston
Title: Assistant Secretary
Business Address: 1225 Eye St., N.W., Suite 200, Washington, DC 20005

Name: Alix Kyle
Title: Assistant Secretary
Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222