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PROFIT CORPORATION ANNUAL REPORT

1999

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

99 APR 27 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F97000005730

1. Corporation Name

AIMCO/FREEDOM PLACE, INC.

Principal Place of Business	Mailing Address
1225 EYE STREET SUITE 200 WASHINGTON DC 20005	1225 EYE STREET SUITE 200 WASHINGTON DC 20005

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **10/30/1997**

4. FEI Number: **84-1447874** [ ] 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 the current year Intangible Personal Property Tax [ ] Yes [X] No

2. Principal Place of Business	2a. Mailing Address
21 1873 S Bellaire St	26 1873 S Bellaire St
Suite, Apt. #, etc 22 Suite 1700	Suite, Apt. #, etc 27 Suite 1700
City & State 23 Denver, CO	City & State 28 Denver, CO 80222
Zip / Country 24 80222 25 US	Zip / Country 29 80222 30 US

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

81 Name

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

83

84 City **FL** 85 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's signature required when changing agent.) Date

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	P	[ ] DELETE	11 TITLE	P/D	[X] Change [ ] Add
NAME	KOMPANIEZ, PETER K		12 NAME		
STREET ADDRESS	28200N HIGHWOAY 189, BUILDING F SUITE 240		13 STREET ADDRESS	1873 S Bellaire St, Ste 1700	
CITY-ST-ZIP	LAKE ARROWHEAD CA 92352		14 CITY-ST-ZIP	Denver, CO 80222	
TITLE	EVPC	[ ] DELETE	21 TITLE		[X] Change [ ] Add
NAME	BONDER, JOEL F		22 NAME		
STREET ADDRESS	1225 EYE STREET., N.W., SUITE 200		23 STREET ADDRESS	1873 S Bellaire St, Ste 1700	
CITY-ST-ZIP	WASHINGTON DC 20005		24 CITY-ST-ZIP	Denver, CO 80222	
TITLE	EVP	[ ] DELETE	31 TITLE		[ ] Change [ ] Add
NAME	FOYE, PATRICK J		32 NAME		
STREET ADDRESS	1873 SOUTH BELLAIRE ST., 17TH FLOOR		33 STREET ADDRESS	800002859568---6	
CITY-ST-ZIP	DENVER CO 80222		34 CITY-ST-ZIP		
TITLE	DC	[ ] DELETE	41 TITLE	C/D	[X] Change [ ] Add
NAME	CONSIDINE, TERRY		42 NAME		
STREET ADDRESS	1873N SOUTH BELLAIRE ST., 17TH FLOOR		43 STREET ADDRESS		
CITY-ST-ZIP	DENVER CO 80222		44 CITY-ST-ZIP		
TITLE	DVC	[X] DELETE	51 TITLE		[ ] Change [ ] Add
NAME	KOMOANIEZ, PETER K		52 NAME		
STREET ADDRESS	28200 HIGHWAY 189, BUILDING F SUITE 240		53 STREET ADDRESS		
CITY-ST-ZIP	LAKE ARROWHEAD CA 92352		54 CITY-ST-ZIP		
TITLE	CCEO	[X] DELETE	61 TITLE		[ ] Change [ ] Add
NAME	CONSIDINE, TERRY		62 NAME		
STREET ADDRESS	1873 SOUTH BELLAIRE ST., 17TH FLOOR		63 STREET ADDRESS		
CITY-ST-ZIP	DENVER CO 80222		64 CITY-ST-ZIP		

CR2E034 (11/98)

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

B 9/3/99 99AC

SIGNATURE: Joel F. Bonder, Exec Vice-Pres 04-27-99 (303)757-8101

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 223151 5056396

AUTHORIZATION : Talmeca Taylor

COST LIMIT : $ 165 2

ORDER DATE : April 29, 1999

ORDER TIME : 11:51 AM

ORDER NO. : 223151-005

RESUBMIT

Please give original submission date as file date.

CUSTOMER NO: 5056396

CUSTOMER: Mr. Lynden L. Peter
Aimco
1225 Eye Street, Nw
Suite 200
Washington, DC 20005

ANNUAL REPORT FILING

NAME: AIMCO/FREEDOM PLACE, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: CHRISTINE LILLICH

EXAMINER'S INITIALS: TS. 5/3/99