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May 05 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # G90789 (0)</b> 1. Corporation Name <b>NPI PROPERTY MANAGEMENT CORPORATION</b>			
Principal Place of Business <b>ONE INSIGNIA FINANCIAL PLAZA</b> <b>CORP ACCOUNTING</b> <b>GREENVILLE SC 29602</b>		Mailing Address <b>5665 NORTHSIDE DRIVE NW</b> <b>SUITE 370</b> <b>ATLANTA GA 30328-5805</b>	
2. Principal Place of Business 21 <i>one Insignia Financial Plaza</i> Suite, Apt. #, etc. 22 <i>Corporate Accounting</i> City & State 23 <i>Greenville, S.C.</i> Zip 24 <i>29601</i> Country 25 <i>US</i>		2a. Mailing Address 26 <i>P.O. Box 1089</i> Suite, Apt. #, etc. 27 <i>Corporate Accounting</i> City & State 28 <i>Greenville, S.C.</i> Zip 29 <i>29602-1089</i> Country 30 <i>US</i>	
3. Date Incorporated or Qualified <b>02/09/1984</b>		3a. Date of Last Report <b>06/17/1996</b>	
4. FEI Number <b>59-2405700</b>		Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>			
10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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 signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS			
TITLE	DP	<input type="checkbox"/> DELETE	
NAME	SHULER, THOMAS R		
STREET ADDRESS	ONE INSIGNIA FINANCIAL PLAZA		
CITY-ST-ZIP	GREENVILLE SC 29602		
TITLE	VPS	<input type="checkbox"/> DELETE	
NAME	LINES, JOHN K		
STREET ADDRESS	ONE INSIGNIA FINANCIAL PLAZA		
CITY-ST-ZIP	GREENVILLE SC 29602		
TITLE	T	<input type="checkbox"/> DELETE	
NAME	URETTA, RONALD		
STREET ADDRESS	ONE INSIGNIA FINANCIAL PLAZA		
CITY-ST-ZIP	GREENVILLE SC 29602		
TITLE	C	<input type="checkbox"/> DELETE	
NAME	LONG, MARTHA		
STREET ADDRESS	ONE INSIGNIA FINANCIAL PLAZA		
CITY-ST-ZIP	GREENVILLE SC 29602		
TITLE	AS	<input type="checkbox"/> DELETE	
NAME	BUECHLER, KELLEY		
STREET ADDRESS	ONE INSIGNIA FINANCIAL PLAZA		
CITY-ST-ZIP	GREENVILLE SC 29602		
TITLE		<input type="checkbox"/> DELETE	
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP	<i>29601</i>		
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP	<i>29601</i>		
3.1 TITLE	<i>VPT</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP	<i>29601</i>		
4.1 TITLE	<i>Controller</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP	<i>29601</i>		
5.1 TITLE	<i>AS</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
5.2 NAME	<i>Kelley M. Buechler</i>		
5.3 STREET ADDRESS	<i>One Insignia Financial Plaza</i>		
5.4 CITY-ST-ZIP	<i>Greenville, S.C. 29601</i>		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY-ST-ZIP			

CR2E034 (9/96)

SIGNATURE:

*John K. Lines* 4/21/97 (864) 239-1138