

M000000002000



ACCOUNT NO. : 072100000032

REFERENCE : 842002 . 4312639

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 130.00

ORDER DATE : September 25, 2000

ORDER TIME : 10:08 AM

ORDER NO. : 842002-005

000003405250--6

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh
Skadden Arps Slate Meagher &
P.o. Box 636
Wilmington, DE 19899

FOREIGN FILINGS

NAME: AIMCO CUTLER RIVERSIDE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jeanine Reynolds EXT 1133

W-23410

JP
9-28-00

00 SEP 26 AM 8:23
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
00 SEP 26 AM 10:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 26, 2000

CSC
JEANINE REYNOLDS

SUBJECT: AIMCO CUTLER RIVERSIDE, L.L.C.
Ref. Number: W00000023410

We have received your document for AIMCO CUTLER RIVERSIDE, L.L.C. and the authorization to debit your account in the amount of \$130.00. However, the document has not been filed and is being returned for the following:

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 300A00050629

AMND
FILED
00 SEP 26 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. AIMCO Cutler Riverside, L.L.C. (Name of foreign limited liability company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for (FBI number, if applicable)
4. 9/22/00 (Date of Organization)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Colorado Center, Tower Two 2000 South Colorado Blvd., Suite 2-1000 Denver, CO 80222 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

Cutler Canal Associates Ltd., 2000 S. Colorado Tower Two, Suite 2-1000, Denver, CO 80222

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: acquisition and management of real property

Handwritten signature of Patricia K. Heath

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Patricia K. Heath
Typed or printed name of signee

00 SEP 26 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

AIMCO Cutler Riverside, L.L.C.

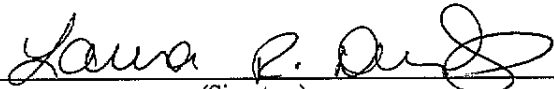
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 SEP 25 AM 8:23

APPROVED
AND
FILED

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 CUTLER RIVERSIDE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2000.

APPROVED
AND
FILED
00 SEP 26 AM 8:24
SECRETARY OF STATE
TALLMANSVILLE, DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

3292321 8300

AUTHENTICATION: 0695081

001482360

DATE: 09-25-00