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ACCOUNT NO. : 072100000032
REFERENCE : 089132 4312639
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 160.00

ORDER DATE : March 22, 2001
ORDER TIME : 2:17 PM
ORDER NO. : 089132-005
CUSTOMER NO: 4312639

600003908436--7

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

FOREIGN FILINGS

NAME: AIMCO/SWAP, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: HARRY DAVIS

EXAMINER: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAR 23 PM 4:10

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 MAR 23 PM 3:51

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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 / Swap, L.L.C.
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. pending
(FEI number, if applicable)
- 4. 3-21-01
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. upon qualification
(Date first transacted business in Florida. (Sec sections 608.501, 608.502, and 817.155, F.S.)
- 7. 2711 Centerville Road, Suite 400
Wilmington, Delaware 19808
(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:

Aimco Properties L.P.
2000 South Colorado Boulevard
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: to hold financial interest related to real property

Patricia Heath
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.409(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Pat Heath, Authorized Person
 Typed or printed name of signer

01 MAR 23 PM 4:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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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 /swad, 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

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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..

Deborah D. Skipper
(Signature)

Deborah D. Skipper
 Asst. Secretary \$ 100.00 Filing Fee for Application
 \$ 25.00 Designation of Registered Agent
 \$ 30.00 Certified Copy (optional)
 \$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIMCO/SWAP, 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-SECOND DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1039842

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DATE: 03-22-01