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ACCOUNT NO. : 072100000032 REFERENCE : 344892 AUTHORIZATION : COST LIMIT : \$ 125.00 ORDER DATE: December 3, 2003 ____ ORDER TIME: 2:07 PM ORDER NO. : 344892-100 CUSTOMER NO: 5124005 CUSTOMER: -Ms. Mary M. Mcchesney Aimco -Suite 1100 4582 South Ulster Street Pkwy Denver, CO 80237 = FOREIGN FILINGS NAME: SUN LAKE JV GP, LLC XXXX QUALIFICATION (TYPE: LL) PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX PLAIN STAMPED COPY CONTACT PERSON: Kimberly Moret -- EXT# 1149

EXAMINER:

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 R LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1. Sun Lake JV GP, LLC (Name of foreign limited liability company) 2. Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 4. November 20, 2003 perpetual (Duration: Year limited liability company will cease to (Date of Organization) exist or "perpetual") 6. upon or after gualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7. 4582 S. Ulster St., Pkwy, Suite 1100, Denver, CO 80237 (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 JV Portfolio #1, LLC 4582 S. Ulster St., Pkwy, Suite 1100, Denver, CO 80237 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: any lawful purpose including but not limited to owning interests in other entities 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.)

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 Lia	bility Compa	any is:			
Sun Lake JV	GP, LLC			· · · · · · · · · · · · · · · · · · ·		
2. The name an	d the Florida str	eet address o	of the registered	agent and office	are:	
	Corporation Service Company					
	(Name)					
	1201 Hays Street					
	Florida street address (P.O. Box NOT ACCEPTABLE)					
	Tallal	nassee	FL	32301		
		(C	ity/State/Zip)			
liability compan registered agent statutes relating	y at the place de and agree to act to the proper an	signated in th in this capa d complete p	his certifica <u>te</u> , I i city. I further a <u>s</u> erformance of n	hereby accept the gree to comply wit	th the provisions of all n familiar with and	
Sign	(Signature)	ema			. ••• -	
Lynette C as its	coleman agent	\$ 100.00 \$ 25.00	Filing Fee for Designation o	Application f Registered Age	ent	

Certified Copy (optional)

Certificate of Status (optional)

\$ 30.00

5.00

Delaware

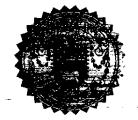
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN LAKE JV GP, LLC" 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 THIRD DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUN LAKE JV GP, LLC" WAS FORMED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2003.

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



3730066 38300

Darriet Smith Windson Secretary of State

AUTHENTICATION: 2784369

030774724 DATE: 12-03-03