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1997 00000000 23
December 21, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314-6327



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****105.00 ****35.00

Re: Royal Gainesville Limited Partnership, Royal Tallahassee Partnership II Limited Partnership,
Royal Orlando Limited Partnership
Our File Number: 98R01000

Dear Sir or Madam:

Enclosed are:

1. Executed Limited Partnership Statement of Change of Registered Office or Registered Agent, or Both for Royal Orlando Limited Partnership and Royal Gainesville Limited Partnership.
2. Executed Statement of Change of Registered Office or Registered Agent or Both for Limited Liability company for Royal Apartments L.C..
3. Limited Partnership Annual Report 1999 for Royal Gainesville Limited Partnership, Royal Tallahassee Partnership II Limited Partnership, Royal Orlando Limited Partnership
4. Checks for the filing fees for the above documents.

Please file these documents and provide me with evidence that they have been filed. Thank you for your attention to this matter.

Sincerely


Elwin R. Thrasher

ERT:iii
enclosures
- as indicated above

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Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Illinois, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida. (PLEASE PRINT)

1a. The name of the limited liability company is: _____
Royal Properties L.L.C. d/b in Florida as Royal Apartments L.C.

1b. The mailing address of the limited liability company is : _____
1605 S. State Street, Suite 112, Champaign, IL 61820

1c. Date of filing/registration in Florida: 1/23/97 Document number: M970000002

2. The name and address of the current registered agent and office:

Beth Davis
309 NE 1st Street
Gainesville, FL 32601

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

Mr. Elwin Thrasher III
908 N. Gadsden Street
Tallahassee, FL 32303

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After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical. Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.

Eric Swamer
(Signature of a member or authorized representative of a member)

(Date)

(Printed or typed name and title)

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

[Signature]
(Signature of Registered Agent)

11/23/98
(Date)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314