

FILED/EFFECTIVE

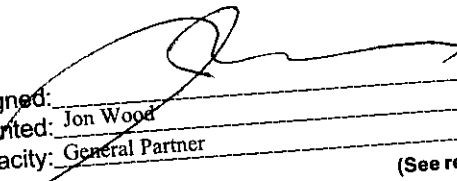
**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File #: 24459

The undersigned entity submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

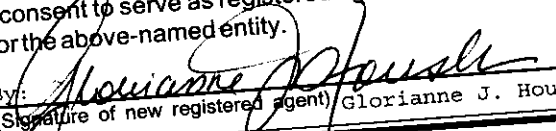
1. The name of the entity is: Towne Square Village II Apartments Limited Partnership
2. The street address of its present registered office is:
1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
3. The street address (not a P.O. box) to which its registered office is to be changed is:
2420 W. Palumbaugh, Boise, Idaho 83704
4. The name of its old registered agent is: Corporation Service Company
5. The name of its new registered agent is: Glorianne J. Houston
6. The address of the registered office and the business address of the registered agent are identical.

Dated: 12/30/01

Signed: 
 Printed: Jon Wood
 Capacity: General Partner

(See reverse for instructions)

I consent to serve as registered agent for the above-named entity.

By: 
 (Signature of new registered agent) Glorianne J. Houston

FILE ONE COPY

NO FEES REQUIRED

01 DEC 17 2001
SECRETARY
STATE OF IDAHO