

STATE OF NEW YORK)
COUNTY OF NEW YORK)

PROBATE

PERSONALLY appeared before me Catherine Harper,
who being by me first duly sworn, did depose and say that s/he
saw the within-named American Property Investors VIII by Eighth
Properties Management Corp. ("EPMC"), its managing general
partner, by Nancy Frankel, EPMC's Vice president,
sign, seal and, as the act and deed of American Property In-
vestors VIII, deliver the within Instrument and that s/he with
Rhea Peskin witnessed the execution thereof.

Catherine Harper
(Witness)

SWORN TO before me this 19th
day of July, 1983.

Pamela L. Turkel (L.S.)
Notary Public for New York

My Commission Expires _____.

PAMELA L. TURKEL
Notary Public, State of New York
No. 4782960
Qualified in New York County
Term Expires March 30, 1985

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