



THE UNITED STATES
CORPORATION
COMPANY

A31357

ACCOUNT NO. : 072100000032

REFERENCE : 262357 4332899

AUTHORIZATION : *Patricia P.*

COST LIMIT : \$ 35.00

FILED
9 FEB 19 PM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 17, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 262357-045

CUSTOMER NO: 4332899

000002092120--1

CUSTOMER: Alycia J. Mellgren, Legal Asst
Icon Capital Corp.
600 Mamaroneck Avenue

Harrison, NY 10528-1632

CHANGE OF AGENT

NAME: ICON CASH FLOW PARTNERS, L.P.,
SERIES B

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

*DA Change
2/27/97
DA*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 19, 1997

RESUBMIT

Please give original
submission date as file date.

CSC - DEBBIE SKIPPER

TALLAHASSEE, FL

SUBJECT: ICON CASH FLOW PARTNERS, L.P., SERIES B, LIMITED
PARTNERSHIP
Ref. Number: A31357

We have received your document for ICON CASH FLOW PARTNERS, L.P.,
SERIES B, LIMITED PARTNERSHIP and the authorization to debit your account
in the amount of \$35.00. However, the document has not been filed and is being
returned for the following:

The current name of the entity is as referenced above. Please correct your
document accordingly.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 397A00008908

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

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of DELAWARE, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. ICON CASH FLOW PARTNERS, L.P., SERIES B, LIMITED PARTNERSHIP
Name of the limited partnership
2. 4/1/91 3. _____
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

C T CORPORATION SYSTEM
1200 SO. Pine Island Drive
Plantation, FL 33324

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

Corporation Service Company
1201 Hays Street, Suite 105
Tallahassee, Florida 32301

Such change was authorized by the general partners.

ICON CAPITAL CORP., its General Partner
THOMAS W. MARTIN, EXEC. VICE PRESIDENT

[Signature]
Signature of General Partner

1/28/97
Date

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

Corporation Service Company

By: Vicki Schreiber
Registered Agent signature

2-18-97
Date

VICKI SCHREIBER ASST VICE PRESIDENT

Filing Fee: \$35.00

FILED
97 FEB 19 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA