



# A33109

ACCOUNT NO. : 072100000032

REFERENCE : 262477 4332899

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 35.00

ORDER DATE : February 17, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 262477-045

CUSTOMER NO: 4332899

500002092145--3

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 D

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

FILED  
97 FEB 19 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*LP  
PA Change  
2/20/97  
DZ*



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 D, LIMITED  
PARTNERSHIP  
Ref. Number: A33109

We have received your document for ICON CASH FLOW PARTNERS, L.P.,  
SERIES D, 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: 997A00008910

**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 D, LIMITED PARTNERSHIP  
Name of the limited partnership
2. 1/7/93 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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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