FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1997



ICON CASH FLOW PARTNERS, L.P., SERIES D, LIMITED

FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

PARTNERSHIP

1a. DOCUMENT # **A33109**

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

96 DEC 23 AM 10: 52

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Mailing Address 600 MAMARONECK AVENUE HARRISON NY 10528	Phricipal Office Address 600 MAMARONECK AVENUE HARRISON NY 10528		3. Dale Formed or Registered 06/25/1992	5a. Capital Contributions as Shown on record.
MANNISON NI 10020	MANNIOUN NI TUOZO		3a. Date of Last Report 01/03/1996	
				5b. Amount of Capital Contributions in FLORIDA
2. Mailing Address	2a. Principal Office Address		4. State or Country of Formation DE	3, 092, 680
Suite, Apt. #, etc.	Suite, Apt #, etc.		6. FEI Number 13-3602979	Applied For
City & State	City & State			Not Applicable
Zip Country	ry Zip Country		7. Certificate of Status Desired	\$8.75 Additional Fee Required
			8. Make check payable to Dept. of State (See reverse side for fee information	
9. Name and Address of Curr	ent Registered Agent		10. If changed, new Registere	o Agent/Office
C T CORPORATION SYSTEM 8751 WEST BROWARD BOULEVARD PLANTATION FL 33324		Name		
		Street Address (P.O. Box Number Is Not Acceptable)		
		Suite, Apt. #, etc.		
		City		FL Zip Code
agent I am familiar with and accept the obligat	or registered agent, or both, in the State of Flore tions of section 620.192, Florida Statutes		authorized by its general partner(s). I her	eby accept the appointment of registered
SIGNATURE (Registered Agent Accepting Appointment)	······································	MITED DAG		D DUOINEGO ENTEN
A GENERAL PARTNER THA MU	ST BE REGISTERED AND	O ACTIVE W	TINERSHIP OR OTHE	K BOSINESS ENTITY
11. Name(s) of General Partnor(s)	11a. (Do NOT Use Post Office Box			11c. Registration/ Document Number
ICON CAPITAL CORP.	600 MAMARONECK AVE	NUE I	HARRISON NY 10528	P39223
			200002	0481626 /9701032003

SIGNATURE

Typed or Printed Name of General Partner Signing Form

empowered to execute this report as required by chapter 620, Florida Statutes

ICON Capital Corp., Gen. Partner

Bary Silverhardt, V.P. & OFO

12. I do hereby certify that the information supplied with this bling is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Fiorida Statutes, I release the Division of

Corporations from any liability of non-compliance with Section 119 07(3)(k) in the event that the information supplied is deemed exempt from public access. Further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under eath. I further certify that I am a General Partner of the limited partnership, receiver or trustee

Daytime Telephone Number

914/6980600