

B94000000081



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 918052 7106782

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 35.00

ORDER DATE : August 5, 1998

ORDER TIME : 12:58 PM

ORDER NO. : 918052-315

CUSTOMER NO: 7106782

CUSTOMER: Mr. Philip J. Teigen
Capital Associates
7175 W. Jefferson Ave
Suite 4000
Lakewood, CO 80235

CM

FILED
98 AUG 11 PM 2:58
TALLAHASSEE, FLORIDA

900002613148- -1

CHANGE OF AGENT

NAME: CAPITAL PREFERRED YIELD
FUND - II, L.P.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

RECEIVED
98 AUG 11 PM 1:54
DIVISION OF CORPORATION

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

Pursuant to the provision 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. Capital Preferred Yield Fund - II, Limited Partnership

Name of the limited partnership

2. 3-8-94

Date of filing/registration in Florida

3. B94000000081

Document number assigned

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

CT Corporation System

1200 South Pine Island Rd

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

Tallahassee, Florida 32301

Such change was authorized by the general partners.

Signature of General Partner

John F. Olmstead - President signing on behalf of CAL Equipment Leasing III Corp its GP

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: Karen Harris

Registered Agent signature

Date

Date

Filing Fee: \$35.00

Division of Corporations