

B97000000282



ACCOUNT NO. : 072100000032

REFERENCE : 918052-585 *Patricia P. 7106782*

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : August 5, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 918052-585

CUSTOMER NO: 7106782

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

800002623278--7

CHANGE OF AGENT

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 24 AM 8:46

FILED

RECEIVED
98 AUG 24 AM 10:51
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 - IV, L.P.
Name of the limited partnership

2. 6/10/97 3. B97000000282
Date of filing/registration in Florida 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.

John F. Olmstead, President signing on behalf
of CAI Equipment Leasing V Corp its GP

July 9, 98
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: Karen Harris

Karen Harris, Asst Vice President

8/7/98
Date

Filing Fee: \$35.00

Division of Corporations