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CT CORPORATION SYSTM

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F02000000546

Florida Department of State
Division of Corporations
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REGISTERED AGENT CHANGE

FCC EQUIPMENT FINANCING, INC.

Certificate of Status	0
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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: FCC Equipment Financing, Inc.
2. The principal office address: 2120 West End Avenue, Nashville, TN 37203
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 01/31/2002 Document number: F02000000546
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System

c/o CT Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

By: Erika Gonzalez

(Signature of an officer or director)

Erika Gonzalez secretary

(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Mary R. Adams

(Signature of Registered Agent)

1/23/06

(Date)

If signing on behalf of an entity:

Mary R. Adams, Assistant Secretary

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E043 (8/05)

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POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Michael Sposato, General Counsel, of Caterpillar Financial Services Corporation (the Company) a corporation formed under the laws of Delaware and of the subsidiary entities shown on the list appended hereto does hereby appoint Samantha Jones and Erika Gonzalez as attorneys-in-fact for the Company and for the subsidiary entities to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein Samantha Jones shall exercise the power of Vice President and Erika Gonzalez shall exercise the power of Secretary.

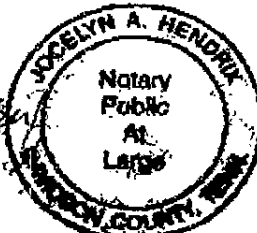
This Power of Attorney expires at the completion of the change of agent process.

19th IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this day of December, 2005.

By: Michael S. Sposato
Michael Sposato
General Counsel

Signed and sworn to
before me this 19th
day of December 2005.

Joelyn A. Hendrix
Notary Public



My Commission Expires
March 22, 2008