



THE UNITED STATES  
CORPORATION  
COMPANY

F 92 000000583

ACCOUNT NO. : 072100000032

REFERENCE : 209339 5024449

AUTHORIZATION

*Patricia Pizant*

COST LIMIT : \$ 35.00

ORDER DATE : January 3, 1997

ORDER TIME : 10:0 AM

ORDER NO. : 209339-090

000002090498--3

CUSTOMER NO: 5024449

CUSTOMER: Asst Vice Pres Eileen Bannon  
Lehman Brothers  
3 World Financial Center  
200 Vesey Street, 24th Floor  
New York, NY 10285

CHANGE OF AGENT

NAME: NORTHSTAR EQUIPMENT LEASING  
INCOME INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Thelmon Washington

FILED  
97 JAN -8 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
17 JAN -8 AM 10:43  
SIGN OF CORPORATION

*RA Change  
1/8/97  
DC*

Florida Department of State, Jim Smith, Secretary of State

**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, the undersigned corporation 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.

1a. The name of the corporation is: \_\_\_\_\_

NORTHSTAR EQUIPMENT LEASING INCOME INC.

1b. Date of incorporation / \_\_\_\_\_ Document number \_\_\_\_\_  
qualification

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM 1200 SO. PINE ISLAND DRIVE

PLANTATION FL 33324

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street Tallahassee, Florida 32301

The street address of its registered agent 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.

Eileen M. Bannon  
SIGNATURE  
DATE 12/30/96

EILEEN M. BANNON  
ASST SECRETARY

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: Vicki Schreiber  
DATE 2/4/97 (Registered Agent) ASST VICE PRESIDENT