

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000583 (6)
 1. Corporation Name
NORTHSTAR EQUIPMENT LEASING INCOME INC.



Principal Place of Business 3 WORLD FINANCIAL CENTER 29TH FLOOR NEW YORK NY 10285 US	Mailing Address FIRST DATA INVESTOR SERVICES GROUP P.O. BOX 1527 BOSTON MA 02104-1527 US
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3. Date Incorporated or Qualified 12/09/1992	3a. Date of Last Report 05/01/1996
4. FEI Number 13-3544540	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip Country	28. Zip Country
24. 25.	29. 30.

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81. Name The Prentice-Hall Corporation System, Inc
82. Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street
83.
84. City TALLAHASSEE
85. Zip Code FL 32301

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE **David W. Nickelson** *DWN* DATE **4/24/97**

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	ABBOTT, PAUL	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	
CITY-ST-ZIP	NEW YORK NY 10285	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	HOBSON, KATE	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MANSON, KAREN	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	
CITY-ST-ZIP	NEW YORK NY 10285	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	GILFENBAUM, AMY	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	
CITY-ST-ZIP	NEW YORK NY	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	JOSEPH L. TERNULLO,	
STREET ADDRESS	31 ST. JAMES AVENUE-6TH FLOOR	
CITY-ST-ZIP	BOSTON MA	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	CYNTHIA GRIESINGER	
STREET ADDRESS	31 ST JAMES AVE 6TH FLOOR	
CITY-ST-ZIP	BOSTON MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	ROBERT STERNLIEB
2.3 STREET ADDRESS	3 WORLD FINANCIAL CENTER, 29TH FLOOR
2.4 CITY-ST-ZIP	NEW YORK, NY 10285
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	NIGEL WALKER
4.3 STREET ADDRESS	3 WORLD FINANCIAL CENTER, 29TH FLOOR
4.4 CITY-ST-ZIP	NEW YORK, NY 10285
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	AT DUFFY, MALACHY
5.3 STREET ADDRESS	LPA, 53 STATE STREET
5.4 CITY-ST-ZIP	BOSTON, MA 02109
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	AT CYNTHIA GRIESINGER
6.3 STREET ADDRESS	LPA, 53 STATE STREET
6.4 CITY-ST-ZIP	BOSTON, MA 02109

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

SIGNATURE: *Cynthia Griesinger* CYNTHIA GRIESINGER 4/23/97 (617) 573-1103

CR2E034 (9/96)