



**THE UNITED STATES
CORPORATION**
COMPANY

F93000005640

ACCOUNT NO. : 072100000032

REFERENCE : 875038 7106782

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 35.00

ORDER DATE : June 29, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 875038-535

CUSTOMER NO: 7106782

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

FILED
98 AUG 10 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002611520--4

CHANGE OF AGENT

NAME: CAI EQUIPMENT LEASING III
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

RECEIVED
98 AUG 10 AM 11:28
DIVISION OF CORPORATION

R.A. Change

See 8/10

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 Colorado submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CAI Equipment Leasing III Corp.

2. The mailing address of the corporation is: 4000, 7175 W. Jefferson Avenue
Lakewood, CO 80235

3. Date of incorporation/qualification: December 13, 1993 Document number: F93000005640

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

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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.

(Signature of an officer, chairman or vice chairman of the board)

7/4/98
(Date)

John F. Olmstead, President

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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

(Signature of Registered Agent)

8-6-98
(Date)

If signing on behalf of an entity:

Karen Harris

Assistant Vice President

(Typed or Printed Name)

(Capacity)