

F95000001072

January 18, 1995

CI Corporation System
1000 E. 1st St.
Denver, CO 80202
303-733-1000
CI Corporation

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500001406105
-02/14/95--01093--001
*****70.00 *****70.00

Re: CAI EQUIPMENT LEASING IV CORP.
CAPITAL PREFERRED YIELD FUND - III, L.P.
Order #: 189318

Counsel: Ballard Spahr Andrews & Ingersoll
Denver, CO 80202

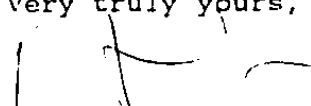
Gentlemen:

As requested by counsel, we enclose for filing qualification of the above corporation and registration of the above limited partnership, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-362-1228.

Very truly yours,


Patrick E. Donovan
Customer Specialist

PED/hml

Enclosure(s)

Special Instructions: n/a



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1995

C T CORPORATION SYSTEM
% PATRICK E. DONOVAN
1675 BROADWAY
DENVER, CO 80202

SUBJECT: CAI EQUIPMENT LEASING IV CORP.
Ref. Number: W95000003915

We have received your document for CAI EQUIPMENT LEASING IV CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 995A00007719

57111-7 11 219
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. ATL ELECTRIC COMPANY, INC.
(Name of corporation must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Colorado
(State or country under the law of which it is incorporated)

3. November 23, 1983 4. Perpetual
(Date of Incorporation) (Duration)

5. 94-1174608
(Federal Employer Identification number, if applicable)

6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1175 West Jefferson Ave., Ste. 1000, Lakewood, Colorado 80235
(Current mailing address)

8. GPVF-III General Partner
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary _____

Address: _____

Treasurer _____

Address: _____

(if needed, you may attach an addendum to the application listing additional officers and/or directors)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

C T Corporation System

Registered agent's signature: Marcia J. Sunahara

(Officer)

Marcia J. Sunahara, Asst. Vice President

(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. John F. [Signature]

(Name and capacity of person signing application)

Appendix to Florida
Application by Fgn Corp for Authorization to Transact Business in Florida

**Directors of
CAI Equipment Leasing IV Corp.**

1. John F. Olmstead
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
2. John E. Christensen
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
3. Richard H. Abernethy
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
4. Dennis J. Lacey
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
5. Anthony M. DiPaolo
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
6. John A. Reed
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
7. Daniel J. Waller
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235

61511-7-19
58111-7-19

Appendix to Florida
Application by Fgn Corp for Authorization to Transact Business in Florida

Officers of
CAI Equipment Leasing IV Corp.

1. John F. Timstead, President
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
2. John E. Christensen, Sr. V.P.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
3. Richard H. Abernethy, Asst. V.P.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
4. Dennis J. Lacey, Sr. V.P.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
5. Joseph F. Bukofski, Asst. V.P.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
6. Anthony M. DiPaolo, Sr. V.P., Chief Admin. & Acctg. Officer & Asst. Sec.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
7. Ann E. Danielson, Asst. V.P.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
8. John A. Reed, V.P. & Asst. Sec.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
9. Daniel J. Waller, V.P.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235
10. Edward J. Kerzner, Asst. V.P. & Sec.
7175 West Jefferson Ave., Ste. 3000
Lakewood, Colorado 80235



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

CAI EQUIPMENT LEASING IV CORP.
(COLORADO CORPORATION)

file # 931125526 was filed in this office on NOVEMBER 02, 1993,
and has complied with the applicable provisions of the
laws of the State of Colorado and on this date is in good
standing and authorized and competent to transact business
or to conduct its affairs within this state.

Dated: JANUARY 11, 1995

Victoria Buckley

SECRETARY OF STATE

SECRETARY OF STATE
DIVISION OF REVENUE
JAN 11 1995