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THE
IBCF
International Business
Company Formation Inc.

May 1, 2002

Division of Corporations
Florida Department of State
406 E. Gaines Street
Tallahassee, FL 32399

500005491455--6
-05/08/02-01036-001
*****25.00 *****25.00

RE: Icon - 7 COA forms

Dear Sir or Madam:

Enclosed please find the Change of Registered Agent / Registered Office forms for 7 FL companies. I have included the appropriate fees & duplicate copies for a stamped copy to be returned to me.

Please return stamped filed copy to:

International Business Company Formation, Inc.
Attention: Irene Lovett
101 Main Street, Suite One
Tappan, NY 10983

02 MAY - 8 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Should you have any questions, or if I can assist you in any way, please do not hesitate to call me at 1.888.664.6263

Sincerely,

Irene Lovett

Irene Lovett

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AL

Fax: 845.398.0808
www.ibcf.com

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: ICON INCOME FUND NINE, LLC
2. The mailing address of the limited liability company is : 100 Fifth Avenue, 10th Floor, NY, NY 10011

February 7, 2002

M02000000313

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Corporation Service Company
Name
1201 Hays Street
Address
Tallahassee, FL 32301
City, State and Zip

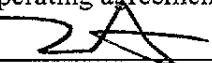
6. The name and address of the new registered agent and/or office:

NRAI Services, Inc.
Name
526 E. Park Avenue
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32301
City, State and Zip

02 MAY - 8 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Thomas W. Martin, Vice President

(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.
NRAI Services, Inc.


(Signature of Registered Agent)

Mark H. Schaeffer, Asst Secy of NRAI

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314