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FORM **BCA 5.10/5.20** (rev. Dec. 2003)
**STATEMENT OF CHANGE OF
REGISTERED AGENT AND/OR
REGISTERED OFFICE**
Business Corporation Act



Doc#: **0613031124** Fee: **\$32.00**
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 05/10/2006 03:28 PM Pg: 1 of 5

FILED

MAY 05 2006

JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # 57032049

Filing Fee: **\$25.00**

Approved: *SB*

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

- CORPORATE NAME: ICON CAPITAL CORP.
- STATE OR COUNTRY OF INCORPORATION: Connecticut
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent	<u>National Registered Agents Inc</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>200 West Adams Street</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago, IL 60606</u>		<u>Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

- Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent	<u>Illinois Corporation Service Company</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>801 Adlai Stevenson Drive</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Springfield</u>		<u>62703</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>
			<u>Sangamon</u>

- The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

- The above change was authorized by: ("X" one box only)
 - By resolution duly adopted by the board of directors.
 - By action of the registered agent.

(Note 5)

(Note 6)

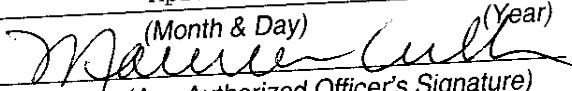
SEE REVERSE SIDE FOR SIGNATURE(S).

BOX 314

(13634-410 JH2)

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7. (If authorized by the board of directors, sign here. See Note 5)
The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 10, 2006 ICON CAPITAL CORP.
 (Month & Day) (Year) (Exact Name of Corporation)

 (Any Authorized Officer's Signature)
 Maureen Cullen, Attorney In Fact
 (Type or Print Name and Title)

- (If change of registered office by registered agent, sign here. See Note 6)
The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, _____ (Signature of Registered Agent of Record)
 (Month & Day) (Year)

(Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

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STATE OF New York
COUNTY OF New York

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT David J. Verlizzo, the Vice President and Deputy General Counsel of ICON Capital Corp. ("the Company"), a corporation established under the laws of Connecticut, does hereby appoint Maureen Cullen and Louis Giaccardo attorneys-in-fact for the Company and for the subsidiary entities shown on the list appended hereto, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes of executing the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

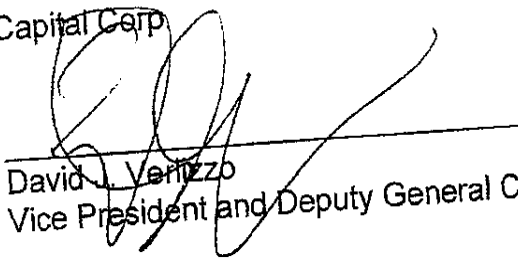
In the execution of any documents necessary for the limited purposes set forth herein, Maureen Cullen and Louis Giaccardo shall act with such authority as is minimally required to effect the changes herein contemplated.

This Power of Attorney and Maureen Cullen's and Louis Giaccardo's authority to act hereunder expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by David J. Verlizzo, which ever shall occur first.

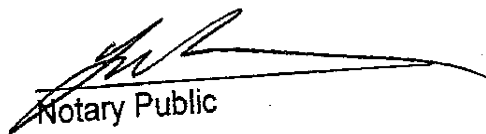
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 31st day of March, 2006.

ICON Capital Corp

BY:


David J. Verlizzo
Vice President and Deputy General Counsel

Subscribed and sworn to before me this 31st day of March, 2006.


Notary Public

JOEL S. KRESS
Notary Public, State of New York
No. 02KR6073754
Qualified in New York County
Commission Expires April 29, 2006

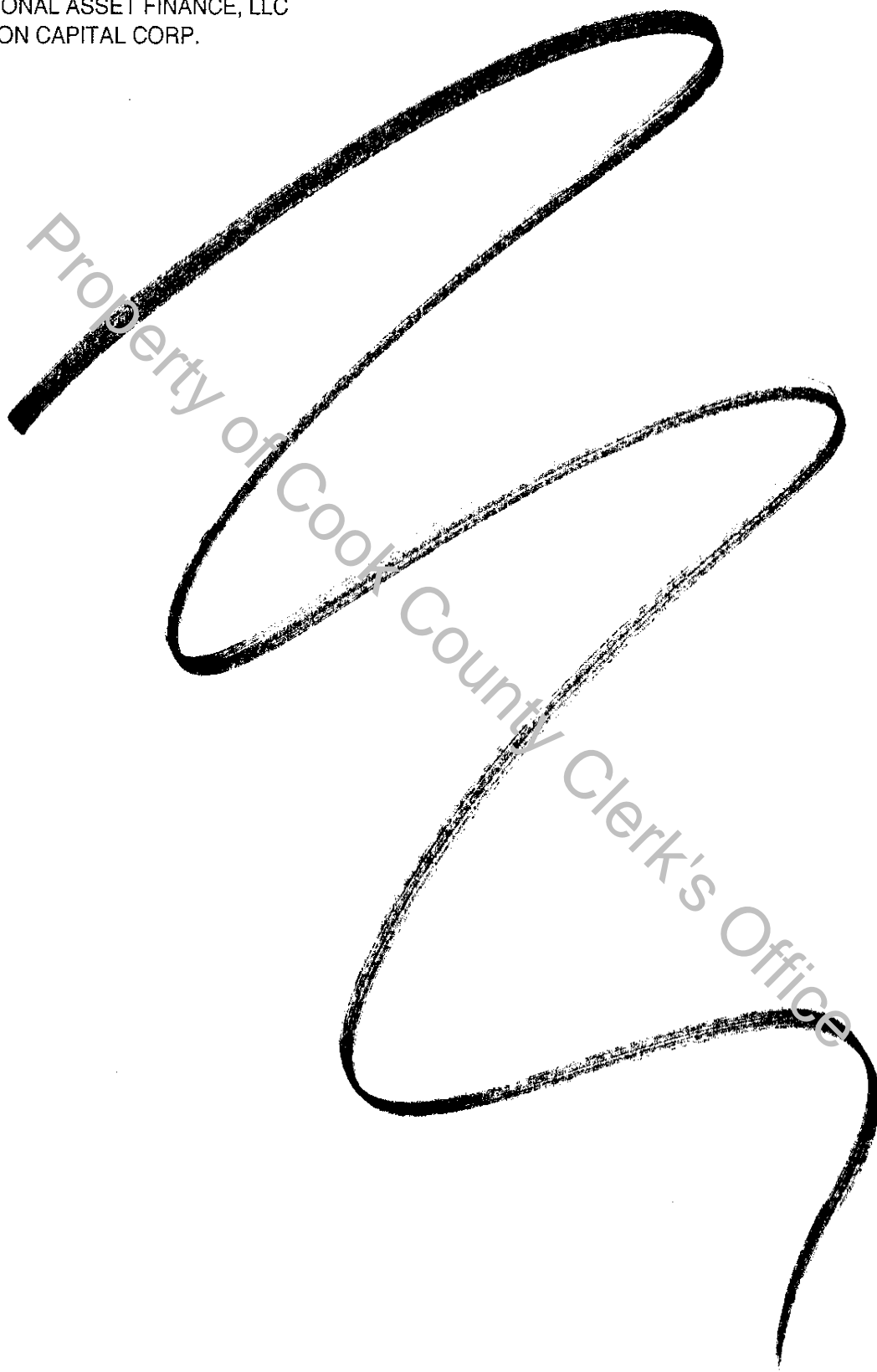
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ICON CAPITAL CORP., subsidiaries

100 FIFTH AVENUE, LLC
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 DANCE FLOOR PRODUCTIONS, LLC
 EAST HAMPTON CAPITAL PARTNERS, LP
 ICON AEROTV, LLC
 ICON AIRCRAFT 123 LLC
 ICON AIRCRAFT 126 LLC
 ICON AIRCRAFT 128 LLC
 ICON AIRCRAFT 46835 LLC
 ICON AIRCRAFT 46837 LLC
 ICON AIRCRAFT 47820 LLC
 ICON CAPITAL (UK) LIMITED
 ICON CAPITAL CORP.
 ICON CASH FLOW PARTNERS L.L.C. III
 ICON CASH FLOW PARTNERS L.P. SEVEN
 ICON CASH FLOW PARTNERS L.P. SIX
 ICON CASH FLOW PARTNERS L.P. SIX L.P.
 ICON CASH FLOW PARTNERS LIMITED PARTNERSHIP SEVEN
 ICON CASH FLOW PARTNERS LIMITED PARTNERSHIP SIX
 ICON CASH FLOW PARTNERS LIMITED SEVEN
 ICON CASH FLOW PARTNERS, L.P., SERIES E
 ICON CHEYENNE LLC
 ICON CONTAINERSHIP I LLC
 ICON CONTAINERSHIP II LLC
 ICON CONTAINERSHIP II LLC
 ICON CONTAINERSHIP III LLC
 ICON EAM, LLC
 ICON FINANCIAL CORP.
 ICON FUNDING, LLC
 ICON GLOBAL CROSSING, LLC
 ICON HOLDINGS CORP.
 ICON INCOME FUND EIGHT A L.P.
 ICON INCOME FUND EIGHT B L.P.
 ICON INCOME FUND EIGHT B LIMITED PARTNERSHIP
 ICON INCOME FUND NINE, LLC
 ICON INCOME FUND TEN, LLC
 ICON PREMIER LLC
 ICON RAILCAR I LLC
 ICON REAL PROPERTIES, LLC
 ICON SECURITIES CORP.
 ICON SHORT HILLS/HUDSON CROSSING LLC
 ICON SPK 2023-A LLC
 ICON TANCREC LLC
 ICON TRIANON LLC
 ICON TRINIDAD LLC
 ICON U.S. EQUIPMENT, LLC
 ICON/FRONTIER LLC
 ICON/KENILWORTH LLC
 ICON/KODIAK ISLAND LLC
 ICON/MICHIGAN-GREAT LAKES LLC

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ICON/OSPREY LLC
ICON/REBEL LLC
ICON/YANKEE LLC
IEMC CORP.
INTERNATIONAL ASSET FINANCE, LLC
WARRENTON CAPITAL CORP.



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