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**Apr 03 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 # F93000005640 (8)

1. Corporation Name
CAI EQUIPMENT LEASING III CORP.



Principal Place of Business 7175 WEST JEFFERSON AVE. SUITE 4000 LAKEWOOD CO 80235	Mailing Address 7175 WEST JEFFERSON AVE. SUITE 4000 LAKEWOOD CO 80235-2329
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3. Date Incorporated or Qualified 12/13/1993	3a. Date of Last Report 03/08/1996
4. FEI Number 84-1184608	Applied For 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. USA	29. 30. USA

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	
83.	
84. City	FL

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	OLMSTEAD, JOHN F	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	LACEY, DENNIS J	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	CHRISTENSEN, JOHN E	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	DIPAULO, ANTHONY M	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	
TITLE	S	<input type="checkbox"/> DELETE
NAME	ANDERSON, DAVID J	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	
TITLE	AVP	<input type="checkbox"/> DELETE
NAME	CAMPBELL, ROBERT J	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: *Robert J. Campbell* **Signature Required** Robert J. Campbell **2-28-97** (303) 980-1000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)