

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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May 06, 1999 8:00 am
Secretary of State

05-06-1999 90050 048 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000005640

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
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DO NOT WRITE IN THIS SPACE

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	29
25	30

3. Date Incorporated or Qualified 12/13/1993	
4. FEI Number 84-1184608	Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

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

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	AVP	<input type="checkbox"/> DELETE
NAME	TURNER, HOWARD F	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ABERNATHY, RICHARD H	
STREET ADDRESS	7175 WEST JEFFERSON AVE. SUITE 4000	
CITY-ST-ZIP	LAKEWOOD CO 80235	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	DIPAOLLO, 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	D	<input checked="" type="checkbox"/> DELETE
NAME	REED, JOHN A	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Turner, Howard F.
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Abernathy, Richard H.
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 checked="" type="checkbox"/> Addition
6.2 NAME	Myers, Mick E.
6.3 STREET ADDRESS	7175 W. Jefferson Avenue, Suite 4000
6.4 CITY-ST-ZIP	Lakewood, CO 80235

14. I 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, with all other like empowered.

SIGNATURE: Howard Turner Howard Turner Date: 4/28/99 Daytime Phone # _____

CR2E034 (1/198)