

Filing Fee: \$25.00

ID Number: 000088659



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

CERTIFICATE OF CANCELLATION OF CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-53 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Cancellation of its registration to transact business in the state of Rhode Island:

1. The name of the limited partnership is:
ICON Cash Flow Partners L.P. Seven
2. A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on March 18, 1996, authorizing it to transact business in Rhode Island under the name of ICON Cash Flow Partners L.P. Seven
3. The limited partnership is organized under the laws of Delaware
4. It is not transacting business in the state of Rhode Island.
5. It hereby cancels its registration to transact business in the state of Rhode Island.
6. It revokes the authority of its agent, if other than the Secretary of State of the State of Rhode Island, to accept service of process and consents that service of process in any action, suit or proceeding arising out of the transaction of business in the state of Rhode Island, may thereafter be made on the limited partnership by service thereof on the Secretary of State of the State of Rhode Island.
7. The post office address to which the secretary of state may mail a copy of any process against the limited partnership that may be served on the secretary of state is:
100 Fifth Avenue - 4th Floor, New York NY 10011

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Cancellation of Certificate of Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 7th, 2007

ICON Cash Flow Partners L.P. Seven

Print Exact Name of Limited Partnership Making Application

By

David J. Verlizzo, SVP, ICON Capital Corp.
its General Partner

General Partner

FILED

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By 040010

8:49



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

