

Filing Fee: \$50.00

65874

State of Rhode Island and Providence Plantations
FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

ICON CASH FLOW PARTNERS, L.P., SERIES C

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is.....
ICON CASH FLOW PARTNERS, L.P., SERIES C..... and, if different, the name which it
proposes to register and transact business in the State of Rhode Island is.....

(If not applicable, so state)

SECOND: It is organized under the laws of **Delaware**
and the date of its formation is **June 22, 1990**

THIRD: The general character of the business it proposes to transact in Rhode Island is
See Statement 1.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited
partnership is **123 Dyer Street, Providence, R. I. 02903**

and the name of the agent resident in Rhode Island at that address is **C T CORPORATION SYSTEM**

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to
appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent
cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the
Secretary of State of the State of Rhode Island as its agent for service of process.

RECEIVED
SECRETARY OF STATE
JUL 18 11 19 AM '90

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is **One Summit Avenue, White Plains, N.Y. 10606**

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

ICON CAPITAL CORP.	One Summit Avenue, White Plains, N.Y. 10606
General Partners	Address

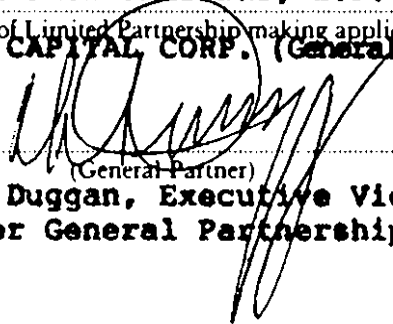
Charles Duggan (Original L.P.)
Limited Partners

One Summit Avenue
White Plains, N.Y. 10606

Dated June 24, 19 91 .

ICON CASH FLOW PARTNERS, L.P., SERIES C

(Exact name of Limited Partnership making application)
ICON CAPITAL CORP. (General Partner)

By 
(General Partner)
Charles Duggan, Executive Vice-President
for General Partnership

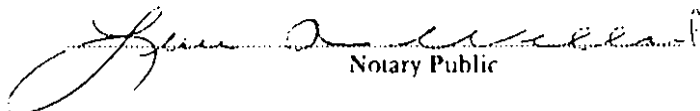
State of New York
County of Westchester } Sc.
White Plains

At in said county on this 24th
day of June, 19 91, personally appeared before me
Charles Duggan

Executive Vice-President for Gen. Partnership

who, being by me first duly sworn, declared that he/she is a General Partner of the
ICON CAPITAL CORP. (General Partner)
Executive Vice-President for General Partnership, that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.

LORI ANN WILLARD
Notary Public, State of New York
No. 4757351
Qualified in Westchester County
Commission Expires February 28, 1993


Notary Public

STATEMENT 1

Will invest in a Diversified Portfolio of Income - Producing Equipment.

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

Rec'd & Filed JUL 18 1991
RTM-25 #62397

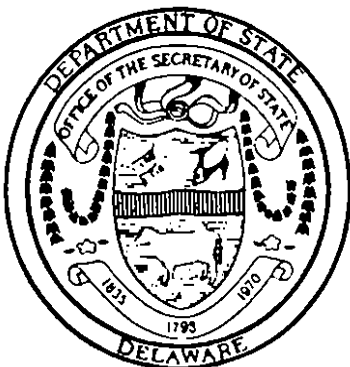


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Limited Partnership
filed in this office on June 22, 1990



Michael Harkins

Michael Harkins, Secretary of State

BY: *C. Faulkner*

DATE: July 12, 1991